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THE UNITED STATES **CORPORATION** OMPANY

ACCOUNT NO. : 072100000032

REFERENCE 089586

AUTHORIZATION

COST LIMIT :

\$ 25.00

ORDER DATE: March 23, 2001

ORDER TIME : 4:06 PM

ORDER NO. : 089586-015

CUSTOMER NO: 7233219

CUSTOMER: Ms. Tammy Moore

Home Quality Management, Inc.

Suite 156

2401 Pga Boulevard

Palm Beach Gard, FL 33410

DOMESTIC AMENDMENT FILING

NAME: SPRING CITY CARE CENTER, LLC

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick -- EXT# 1150

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF SPRING CITY CARE CENTER, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST:

The date of filing of the Articles of Organization was March 12, 2001.

SECOND:

The following amendment (s) to the Articles of Organization was/were adopted by the limited liability company:

ARTICLE I - NAME

The name of the limited liability company shall be "HQM of Spring City, LLC" ("Company")

ARTICLE VIII - MANAGEMENT/MANAGING MEMBER

The Company shall be managed by a managing member in accordance with the Operating Agreement. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with laws or these Articles of Organization. The name and address of the initial Managing Member of the Company is:

Home Quality Management, Inc., a Tennessee corporation 2401 PGA Boulevard, Suite 156 Palm Beach Gardens, FL 33410

Dated March 16, 2001

EF Management Services, LLC

By:

Elizabeth Fago, Sole Member