



THE UNITED STATES
CORPORATION
COMPANY

L42956

FILED
97 FEB 12 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 257315 4346980

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pysit

ORDER DATE : February 12, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 257315-005

100002085271--0

CUSTOMER NO: 4346980

CUSTOMER: Ms. Felicia M. Twardock
Kalish & Ward
Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: PAYORS HOME CARE SYSTEMS, INC.

EFFECTIVE DATE:

X ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

[Signature]
2/13/97
PC

RECEIVED
97 FEB 12 AM 10:37
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 12, 1997

CSC - GAIL L. SHELBY

TALLAHASSEE, FL

SUBJECT: PAYORS HOME CARE SYSTEMS, INC.
Ref. Number: L42956

RESUBMIT

Please give original
submission date as file date.

We have received your document for PAYORS HOME CARE SYSTEMS, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Please complete the date of execution on page 2 of the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 697A00007522

RECEIVED
97 FEB 13 AM 11:22
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PAYORS HOME CARE SYSTEMS, INC.**

FILED
97 FEB 12 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAYORS HOME CARE SYSTEMS, INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on January 17, 1990 with an effective date of January 16, 1990.

2. Article III of the Articles of Incorporation authorized the Corporation to issue 1,000,000 shares of common stock, \$.10 par value per share.

3. The amendment to the Articles of Incorporation being effected hereby will completely delete Article III of the Articles of Incorporation as of the date hereof and substitute in its place the Article III set forth below.

4. As amended below, Article III of the Articles of Incorporation has the effect of authorizing the corporation to issue two million (2,000,000) shares of Common Stock and changing the par value of such stock to \$.01 per share.

5. This amendment to the Articles of Incorporation was approved by the shareholders and adopted and the number of votes cast for the amendment by the shareholders was sufficient for approval. The date of adoption of the amendment was February 10, 1997.

6. These Articles of Amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida and, thereafter, Article III of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE III

Capital Stock

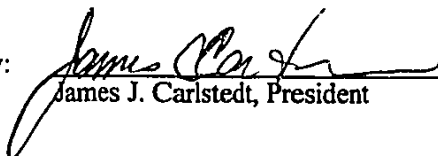
(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 2,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida.

(b) There shall be no cumulative voting of the common stock of this corporation, whether in connection with the election of directors of this corporation or otherwise.

IN WITNESS WHEREOF, PAYORS HOME CARE SYSTEMS, INC. has caused these Articles of Amendment to the Articles of Incorporation to be executed this 10th day of February, 1997.

PAYORS HOME CARE SYSTEMS, INC.

By:


James J. Carlstedt, President