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March 15, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Venture 46, L.L.C.

Ladies/Gentlemen:

Attached please find an original Certificate of Amendment to Articles of Organization of the above referenced company, along with my trust account check in the sum of \$105.00. Please return a certified copy of the Amendment at your earliest convenience.

If any questions, please call.

Very truly yours,



Stephen H. Coover

SHC/mjr
Enclosures
cc: Dennis Baldwin

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 18 AM 8:37

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Log-762

VENTURE 46, L.L.C.
(Present Name)
(A Florida Limited Liability Company)

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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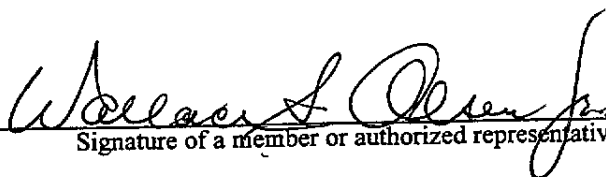
FIRST: The date of filing of the articles of organization was June 9, 1998

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

ARTICLE 1 - NAME - was amended as follows:

The name of the limited liability company shall be Alternative Senior Care, L.L.C., and its principal place of business shall be in the City of Phoenix, Arizona, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

Dated Feb. 28, 19 99



Signature of a member or authorized representative of a member

Wallace S. Olsen, Jr.

Typed or printed name of signee

Filing Fee: \$52.50