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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**BEST CARE HOME HEALTH, INC.**

Certificate of Status	0
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Amend  
8/2/04

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BEST CARE HOME HEALTH, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Amendments adopted:

The first paragraph of Article V is deleted in its entirety and the following is inserted in lieu thereof:

"The authorized capital stock of the Corporation shall consist of 400 shares of Class A voting common stock, par value \$1.00 per share ("Class A Common Stock") and 1600 shares of Class B non-voting common stock, par value \$1.00 per share ("Class B Common Stock") (collectively, the "Stock")."

Article V, Part 6 is deleted in its entirety and the following is inserted in lieu thereof:

**"Part 6. Voting Rights**

Unless otherwise required by law, all matters submitted to the shareholders shall be voted upon by each shareholder of Class A Stock and each share of Class A Stock shall have one vote per share."

**SECOND:** The provisions for implementing the Articles of Amendment are as follows: The existing shareholders of voting common stock in the Corporation: Wilma D. Smith Trust U/A Dated June 8, 2000 (4500 shares), Alan Spector, (4500 shares), Marc Spector (500 shares), Jacqueline S. Scherfer (500 shares), will surrender their respective stock certificates to the Corporation. In exchange for the first Five Hundred (500) shares of voting common stock surrendered, each shareholder will receive Fifty (50) shares of Class B Common Stock. In exchange for their remaining shares, for each One Thousand (1000) shares of stock surrendered, each shareholder will receive Twenty-Five (25) shares of Class A Common Stock and Seventy-Five (75) shares of Class B Common Stock. Following the recapitalization, the Wilma D. Smith Trust U/A Dated June 8, 2000 will own One Hundred (100) shares of Class A voting common stock and Three Hundred Fifty (350) shares of Class B non-voting common stock, Alan Spector, will own One Hundred (100) shares of Class A voting common stock and Three Hundred Fifty (350) shares of Class B non-voting common stock, Marc Spector will own Fifty (50) shares of Class B non-voting stock, and Jacqueline S. Scherfer will own Fifty (50) shares of Class B non-voting common stock.

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**THIRD:** The Articles of Amendment were adopted on July 22, 2004.

**FOURTH:** The Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 22 day of July, 2004.

By: Wilma D. Smith Pres.  
Wilma D. Smith, President

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