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(Please note effective date of Sept. 30, 2008)

To: Division of Corporations
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PROJECT GRACE, INC.

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Amend

(H08000225487)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PROJECT GRACE, INC.

EXPIRES DATE
9-30-08

Pursuant to the provisions of Section 617.1006 of the Florida Not For Profit Corporation Act, PROJECT GRACE, INC., a Florida not for profit corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Project GRACE, Inc.
2. Article Third of the Articles of Incorporation is deleted in its entirety and replaced as follows:

THIRD. In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the unrestricted assets of the Corporation by (i) transferring such assets to the Member to support the mission and programs of the tax-exempt affiliates of the Member, or (ii) if the Member is no longer a validly existing, tax-exempt corporation qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"), transferring such assets to The Hospice of the Florida Suncoast, Inc., a Florida not for profit corporation organized to be a tax-exempt corporation qualified under Section 501(c)(3) of the Code ("Hospice") to support the mission and programs of the Hospice, or (iii) if the Hospice is no longer a validly existing, tax-exempt corporation qualified under Section 501(c)(3) of the Code, transferring such assets to any tax-exempt corporation qualified under Section 501(c)(3) of the Code within the Tampa Bay region with a similar purpose or mission to the Hospice, including, without limitation, any tax-exempt affiliate of the Corporation, or (iv) if there is no such tax-exempt corporation of similar purpose or mission in existence within the Tampa Bay region and if none of the tax-exempt affiliates of the Corporation are validly existing, tax-exempt corporations qualified under Section 501(c)(3) of the Code, transferring such assets to one or more tax-exempt organizations qualified under Section 501(c)(3) of the Code with a similar purpose or mission as the Hospice or its tax-exempt affiliates. Any such assets not so disposed of shall be disposed of by the Circuit court of the county in which the principal office of the Corporation is then located, exclusively to such tax-exempt corporations qualified under Section 501(c)(3) of the Code as the Court shall determine, with the Attorney General of the State of Florida (or its equivalent) being given notice of the action and the right to be heard."

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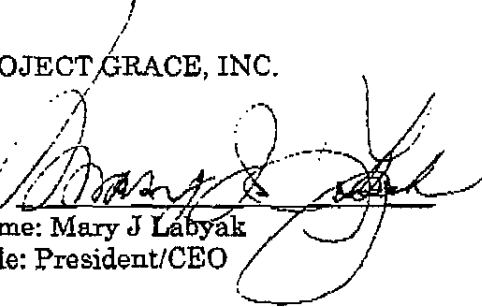
The foregoing amendments to the Articles of Incorporation were approved and adopted by a vote of a majority of the entire Board of Directors of the Corporation at a meeting held on September 29, 2008. The members of the Corporation are not entitled to vote on the amendments to the Articles of Incorporation.

In accordance with Section 617.0123(1) of the Florida Not For Profit Corporation Act, this amendment shall be effective as of September 30, 2008 at 11:59 p.m. (Eastern Time).

Except as hereby amended, the Articles of Incorporation of the Corporation shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on behalf of the Corporation this 29th day of September, 2008.

PROJECT GRACE, INC.

By: 
Name: Mary J Labyak
Title: President/CEO

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