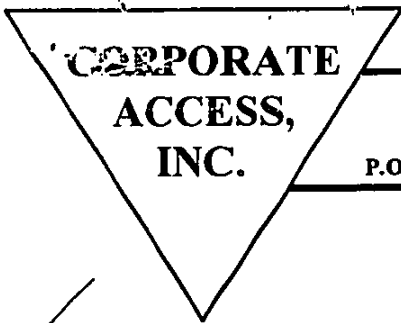


NO1808



1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 2/21/97 3:30 NT (smiley face)

97 FEB 21
TALLAHASSEE FLORIDA
PM 3:30



CERTIFIED COPY

CUS

PHOTO COPY

X FILING Articles of Incorporation

1.) Moderi Home Health, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

200002094132 7
-02/21/97--01096--029
*****87.50 *****87.50

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

N. HENDRICKS FEB 21 1997

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEDERI HOME HEALTH, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
97 FEB 21 3:33
FEB 21 1997

1. The name of the Corporation is: MEDERI HOME HEALTH, INC.
2. Article I of the Articles of Incorporation of MEDERI HOME HEALTH, INC. is hereby amended to read in its entirety as follows:

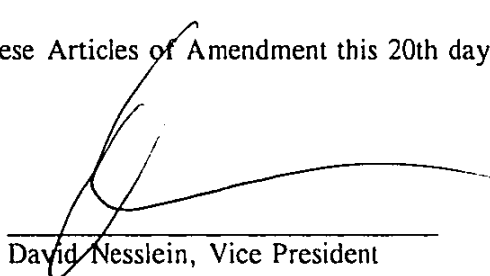
ARTICLE I. NAME OF CORPORATION

The name of the Corporation is:

PHOENIX HOME CARE, INC.

3. The foregoing amendment was unanimously adopted by the Members of the Corporation on February 20, 1997 by written consent sufficient for the approval of the foregoing amendment.

IN WITNESS WHEREOF, I have executed these Articles of Amendment this 20th day of February, 1997.



David Nesslein, Vice President