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From: Account Name : JOHNNY TSIMOGLIANNIS
Account Number : I19990000261
Phone : (305) 442-1028
Fax Number : (305) 442-2747

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BASIC AMENDMENT

LIFELINE FOUNDATION CARE, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LIFELINE FOUNDATION CARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate Article Number being amended, added, or deleted)

1. Article VI is amended as follows:

The names and addresses of the elected directors are as follows:

1. Johnny Tsimogiannis, 999 Ponce de Leon Blvd., Suite 601, Coral Gables, FL 33134.
2. Lily Tsimogiannis, 999 Ponce de Leon Blvd., Suite 601, Coral Gables, FL 33134.
3. George Tsimogiannis, 999 Ponce de Leon Blvd., Suite 601, Coral Gables, FL 33134.

SECOND: The date of each amendment's adoption: January 26, 2004.

THIRD: Adoption of Amendment:

There are no members or members entitled to vote on the amendment. The amendments were adopted by the Board of Directors.

Signed this Monday, January 26, 2004.

Signature: _____

Johnny Tsimogiannis, Director

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