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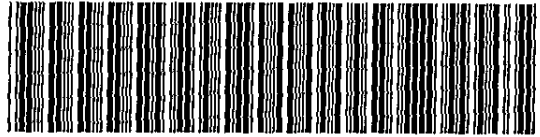
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FILED
03 MAY -9 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/15/03
Amend
38

PAUL R. ALFIERI, P.A.
ATTORNEY AND COUNSELOR AT LAW

PAUL R. ALFIERI

2401 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA 33309

TELEPHONE: (954) 453-9315
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April 3, 2003

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

RE: His Caring Place, Inc.
Articles of Amendment

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of His Caring Place, Inc. executed on April 1, 2003. Included in the Articles of Amendment is a change in the Registered Agent for the Corporation.

Also enclosed is a check in the amount of \$78.75 to cover the filing of these documents with your office and the issuance of a certified copy of the Articles of Amendment.

Please return the certified copy of the Articles of Amendment to my office at your earliest convenience. Thank you for your assistance in this matter.

Sincerely,


Paul R. Alfieri, Esq.

PRA/pjc

Enclosure

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HIS CARING PLACE, INC.**

FILED
03 MAY -9 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under the provisions of F.S. 617.1002, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: ARTICLE TWO – ADDRESS OF PRINCIPLE OFFICE

Shall read as: The address of the principal office of the corporation shall be 2401 W. Cypress Creek Road, Ft. Lauderdale, FL 33309.

SECOND: ARTICLE SEVEN - BYLAWS

Shall read as: The Bylaws of the corporation shall be made by the Board of Directors and may be amended, altered or rescinded as provided for in the Bylaws

THIRD: ARTICLE EIGHT - AMENDMENTS

Shall read as: Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors at any regular or special meeting called for that purpose, provided that any such amendment shall not be effective or filed unless endorsed by a resolution adopted by a majority of the members of the Board of Directors of Calvary Chapel Church, Inc.

FOURTH: ARTICLE NINE - REGISTERED AGENT

Shall read as: The Registered Agent upon whom service of process against this corporation may be made is Mark T. Davis. The Registered Agent and the Corporation's registered office is located at 2401 W. Cypress Creek Rd., Ft. Lauderdale, FL 33309.

FIFTH: ARTICLE THIRTEEN – DISSOLUTION

Shall read as: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, shall distribute all the assets of the corporation to Calvary Chapel Church, Inc., if it is then exempt under Section 501(c)(3) of the Code. If it is not then so exempt, the remaining assets shall be distributed to another organization or organizations organized and operated

exclusively for charitable, religious, educational, or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The date of each amendment's adoption is the 1 day of April, 2003.

SIXTH: Adoption of Amendment(s)

The amendments were adopted by the Board of Directors without Member action and Member action was not required.

Signed on the 1 day of April, 2003.



John Lanata, President/Director

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of **Section 617.0502, Florida Statutes**, the following is submitted
in compliance with said Act:

That His Caring Place, Inc. having been organized under the laws of the State of
Florida, with its principle office, as indicated in the Articles of Incorporation at 2401 W.
Cypress Creek Road, Ft. Lauderdale, FL 33309, has named Mark T. Davis, its
Registered Agent; and 2401 W. Cypress Creek Road, Ft. Lauderdale, FL 33309 as the
place where service of process may be served within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open
said office.

Mark T. Davis
Mark T. Davis, Registered Agent

4/1/03
Date