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PLEASE REPLY TO:

POST OFFICE BOX 64-3686
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N13059

*MASTER OF LAWS IN ESTATE PLANNING
**BOARD CERTIFIED REAL ESTATE LAWYER
***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

August 6, 2002

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*****87.50 *****43.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Visiting Nurse Association of the Treasure Coast, Inc.
Visiting Nurse Association & Hospice Foundation, Inc.

Dear Sir or Madam:


Enclosed please find the following documents:

1. Original Amendment to Articles of Incorporation of Visiting Nurse Association of the Treasure Coast, Inc.
2. Original Amendment to Articles of Incorporation of Visiting Nurse Association & Hospice Foundation, Inc.
3. My law firm's check in the amount of \$87.50, which represents filing fee @ \$35.00 per Amendment and certified copy fee @ \$8.75 per Amendment.

Please file the above referenced Amendments and return a certified copy of each one to William W. Caldwell, Esq., Post Office Box 643686, Vero Beach, Florida 32964-3686.

If you have any questions or need additional information please call the undersigned or my assistant, Marlla Reuter, at 772-231-4343. Thank you.

Very truly yours,


WILLIAM W. CALDWELL
For the Firm

/mjr
Enclosures

cc/encs: Sharon K. Broome, President & CEO

FILED
02 AUG 23 AM 9:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

N13059
Amended
H. P. [unclear]
* Out Copy
8-23-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 15, 2002

COLLINS, BROWN & CALDWELL
AUG 19 2002

COLLINS, BROWN, CALDWELL, ET.AL.
% WILLIAM CALDWELL
P.O. BOX 64-3686
VERO BEACH, FL 32964-3686

SUBJECT: VISITING NURSE ASSOCIATION OF THE TREASURE COAST,
INC.
Ref. Number: N13059

We have received your document for VISITING NURSE ASSOCIATION OF THE TREASURE COAST, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 302A00048378

AMENDMENT TO ARTICLES OF INCORPORATION

OF

VISITING NURSE ASSOCIATION OF THE TREASURE COAST, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, **VISITING NURSE ASSOCIATION OF THE TREASURE COAST, INC.**, a Florida corporation not for profit, adopts the following Amendment to the Articles of Incorporation. The original Articles of Incorporation were filed and approved on January 17, 1986; amended by Articles of Amendment filed and approved on February 23, 1988; and amended by Articles of Amendment filed and approved on November 8, 1996. Said Articles are hereby further amended as follows:

1. ARTICLE VI shall be amended to read:

**"ARTICLE VI
MEMBERSHIP**

VISITING NURSE ASSOCIATION & HOSPICE FOUNDATION, INC., a not for profit corporation, ("Foundation") shall be the sole member of the Corporation."

2. The following provisions of ARTICLE VIII shall be amended to read:

**"ARTICLE VIII
DIRECTORS**

8.4 **COMPOSITION.** As sole member of the Corporation, Foundation shall elect the members of the Board of Directors of the Corporation exclusive of ex officio members, pursuant to the procedures established by the Bylaws of the Corporation.

8.5 **CLASSES AND STAGGERED TERMS OF DIRECTORS.** At the first meeting of the new Board of Directors, members of the Board shall be divided into three (3) classes, Class A, B, and C, each class having an equal number of Directors, or as close thereto as possible, with each Director having one vote. The terms of the Directors in each class shall be for three years. To this end, initial members of the Board may be designated to serve for less than three (3) years."

3. Article X shall be amended to read:

**"ARTICLE X
BYLAWS**

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested solely in the Board of Directors."

4. Article XI shall be amended to read:

**"ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION**

The power to make, alter, amend, repeal or adopt the Articles of Incorporation of this Corporation shall be vested solely in the Board of Directors."

FILED

02 AUG 23 AM 9:30

CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

5. The foregoing Amendment to the Articles of Incorporation was approved by the Members and adopted by the Board of Directors of the corporation on the 12th day of November, 2001.

6. This Amendment to Articles of Incorporation shall become effective on July 31, 2002.

IN WITNESS WHEREOF, VISITING NURSE ASSOCIATION OF THE TREASURE COAST, INC., has caused this Amendment to Articles of Incorporation to be signed in its name, by its duly authorized officer, and its corporate seal to be affixed this 31st day of July, 2002.

VISITING NURSE ASSOCIATION OF THE
TREASURE COAST, INC., a Florida not for profit
corporation

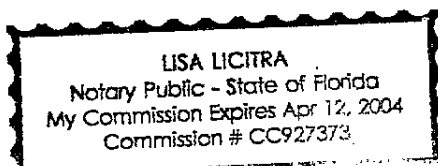
By: Sharon K. Broome
Sharon K. Broome, President

Attest: Ann Marie McBystal
Name: Ann Marie McBystal
Title: Director
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared SHARON K. BROOME and Ann Marie McBystal, to me known and known to me to be the President and Director Secretary, respectively, of VISITING NURSE ASSOCIATION OF THE TREASURE COAST, INC., a Florida not for profit corporation, and she acknowledged before me that she executed the foregoing Amendment to Articles of Incorporation in the name of and on behalf of the Corporation; that as such she is duly authorized by the Corporation to do so; that the foregoing Amendment is the act and deed of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 31 day of July, 2002.



Lisa Licitra
Notary Public, State of Florida at Large.
My Commission Expires:
Apr. 12, 2004

The undersigned corporation consents, approves and ratifies the foregoing Amendment to Articles of Incorporation.

INDIAN RIVER HEALTH SERVICES
CORPORATION, a Florida corporation

By: Jeffery L. Susi
Jeffery L. Susi, President

Dated: July 31, 2002