

N20534

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FILED

02 SEP 23 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(305) 858-4777
Direct Line (305) 860-7362

FEDERAL EXPRESS

September 20, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

788807941357--5
-09/23/02--01040--013
*****35.00 *****35.00

MS-HHA II, Inc. and
MSMC Transaction Corp.

500007943595--9
-09/23/02--01040--013
*****87.50 *****43.75

Articles of Amendment of the Articles of Incorporation

Ladies and Gentlemen:

Enclosed herein are the original Articles of Amendment of the Articles of Incorporation of MS-HHA II, Inc., a Florida corporation, changing its corporate name to Home Care Dissolution, Inc. Also enclosed are the Articles of Amendment of the Articles of Incorporation of MSMC Transaction Corp., a Florida corporation, changing its corporate name to MS-HHA II, Inc. In addition, you will find an authorization letter for the use of the corporate name. Finally, enclosed please find a check in the amount of \$87.50, to cover the requisite filing and certified copy fees for such filings.

Please forward both certified copies of the two enclosed Articles of Amendment to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Margaret Ryder GAVE
AUTHORIZATION BY PHONE TO
CORRECT words up to "votes"
DATE _____
DOC. EXAM. _____

Sincerely,



Margaret O'D. Ryder
Legal Assistant

cc: Steven D. Sonenreich (w/encs)

PS
9/30/02
nc

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MS-HHA II, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of MS-HHA II, Inc., a Florida not for profit corporation (the "Corporation"), Charter Number N20534, be, and it is hereby, amended as set forth below:

Article I of the Articles of Incorporation of the Corporation shall be amended to change the name of the Corporation by deleting it in its entirety and inserting in its place a new Article I to read as follows:

ARTICLE I

The Name of the Corporation shall be: Home Care Dissolution, Inc.

The foregoing amendment was adopted by a Consent in Lieu of a Special Meeting of the Board of Directors and Sole Member of the Corporation dated as of August 20, 2002. The number of votes cast by the Members was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of September 17, 2002.

MS-HHA II, INC.

By: 

Steven D. Sonenreich, President