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May 27, 1997

FILED  
97 JUN -3 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Attention: Corporate Filing  
409 East Gaines  
Tallahassee, Florida 32399

Re: RHA/Florida Operations, Inc.  
RHA/Florida Properties, Inc.  
RHA/Fern Park MR, Inc.  
Fern Park, Inc.

200002199372--8  
-06/03/97--01037--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir or Madam:

Enclosed for filing please find Articles of Amendment for each of the four above-referenced entities. You will find attached to each document a copy thereof for processing, as well as a check in the amount of \$87.50 in payment of the filing fee together with the fee to obtain a certified copy. Please see that each document is filed as soon as possible and return evidence of such filing to me in the enclosed stamped self-addressed envelope.

Please feel free to call me at (404) 881-7937 should you have any questions regarding the enclosed.

Sincerely,

*Lisa M. Durham*  
Lisa M. Durham  
Corporate Legal Assistant

*Amended*  
*meal*

Name	
Availability	
Document	
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Washington, D.C. 20004-2601

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**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
RHA/FLORIDA OPERATIONS, INC.**

**FILED**  
97 JUN -3 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**I**

The undersigned corporation, for the purpose of amending its Articles of Incorporation, as heretofore amended, and in accordance with the provisions of the Florida Not-for-Profit Corporation Act, hereby sets forth:

**II.**

All references to "RHA/Home Office, Inc." in the corporation's Amended and Restated Articles of Incorporation are hereby changed to instead refer to Resource Healthcare of America, Inc., a Tennessee non-profit corporation.

**III.**

There is one member of the corporation entitled to vote on this amendment: Resource Healthcare of America, Inc., a Tennessee nonprofit corporation formerly named RHA/Home Office, Inc.. This amendment has been approved by Resource Healthcare of America, Inc. as of February 1, 1997 pursuant to authorization granted by the action by written consent dated as of February 1, 1997 and executed by all seven (7) of its directors then in office, the number of votes cast for the amendment being sufficient for approval, and by action by unanimous written consent dated as of February 1, 1997 and executed by all seven (7) directors of the corporation then in office, the number of votes cast for the amendment being sufficient for approval.

IN WITNESS WHEREOF, the corporation has caused this document to be executed in its name by its President as of the 1st day of March, 1997.

**RHA/FLORIDA OPERATIONS,  
INC.**

By: 

Bryant G. Coats, President