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BASIC AMENDMEÑT

SOUTH DADE ELDERLY CARE CORPORATION

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

 SOUTH DADE EL	DERLY CARE CORPORATION
 (pre	sent name)
Poooo (Document Number	0016647 of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

DELETE PRESIDENT: LAZARO R. MARTINEZ

10390 SW 117 AVE. MIAMI, FL 33165

ADD NEW PRESIDENT: MARGARITA MARTINEZ

4701 SW 117 AVE. MIAMI, FL 33175 DIVISION OF CORPORATIONS

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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THIRD:	The date of each amendment's adoption: 11-14-02
FOURTE	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by
-	(voling group)
£	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
٥	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 14 day of NOV. 2002
Signati	(h) the Chairman or Vice Chairman of the Board of Directors,
•	President or other if adopted by the shareholders.)
	OR –
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	LAZARO MARTINEZ
	(Typed or printed name)
	P <i>I</i> D
	(Title)