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LAW OFFICES
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

FILED

EDWARD B. COHEN
PAULA S. GOLD (RETIRED)
MICHAEL I. KOTLER **
ALLAN H. SCHWARTZ
MELODY E. STEINBERG
RONALD M. ZAKARIN *
GREGG H. GLICKSTEIN, OF COUNSEL

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

01 MAY -4 AM 9:01

NEW YORK OFFICE
1129 NORTHERN BLVD.
MANHASSET, NEW YORK 11030

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOCA RATON (561) 361-9600
FAX (561) 361-9770

April 30, 2001

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

RE: Filing Articles of Amendment

Dear Sir/Madam:

Enclosed please find a check in the amount of \$35.00 for filing Articles of Amendment for the Florida corporation FAMILY CARING, INC. I have enclosed the original Articles for filing, as well as a photocopy thereof.

If you have any questions, please do not hesitate to contact the undersigned at (561) 361-9600. Thank you for your prompt attention to this matter.

Very truly yours,

Claudia Liberman

Claudia Liberman, Legal Assistant

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-05/04/01 --01024--009

*****35.00 *****35.00

*Amend
5-14-01
PAS*

/cjl
enclosures

ARTICLES OF AMENDMENT

OF

FAMILY CARING, INC.

FILED

01 MAY -4 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of FAMILY CARING, INC., hereby makes and executes these Articles of Amendment of the Articles of Incorporation of FAMILY CARING, INC. for the purpose of amending Article III of the Articles of Incorporation. At a properly noticed and conducted meeting held on April 27, 2001, it was resolved by the directors and stockholders that Article III of the Corporation be amended as follows:

Article III, entitled "Capital Stock", shall be amended to increase the authorized stock to Five Million (5,000,000) shares of common stock at \$.01 par value per share.

DATED this 30th day of April, 2001.

Witnesses:

Claudia Zikerman
Shu B L

FAMILY CARING, INC.

By:

David J. Levy, President

STATE OF FLORIDA)

)ss.

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30th day of April, 2001, by David J. Levy, who is personally known to me (or who has produced _____ as identification).

Claudia Lynn Zikerman (SEAL)

Notary Public, State of Florida

NOTARY PUBLIC - STATE OF FLORIDA
CLAUDIA LYNN ZIKERMAN
COMMISSION # CC28936
EXPIRES 7/30/2003
BONDED THRU ASA 1-888-NOTARY1