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BASIC AMENDMENT

MIAMI GENESIS ELDERLY CARE CORP.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
OF
MIAMI GENESIS ELDERLY CARE CORP.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: ARTICLE IV

The new Registered Agent of the Corporation shall be:

CARLOS GONZALEZ
3460 SW 137TH AVE.
MIAMI, FL. 33175

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.

SECOND: Amendment adopted: ARTICLE VI

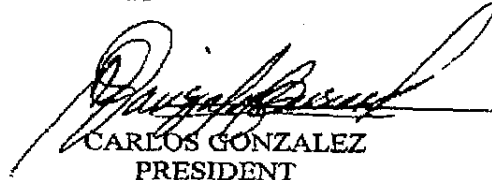
The Board of Directors & Shareholders of the Corporation shall be composed by ONE (1) person, whose name and address is as follows:

CARLOS GONZALEZ - PRESIDENT
3460 SW 137TH AVE.
MIAMI, FL. 33175

THIRD: The date of these amendments adoption shall be June 23RD, 2005
Resting Articles of Incorporation will remain unaltered.

FOURTH: The shareholder approved the amendment adopted. The number of votes cast for this amendment was sufficient for approval.

Signed this June 23RD, 2005


CARLOS GONZALEZ
PRESIDENT

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