

P01000116337

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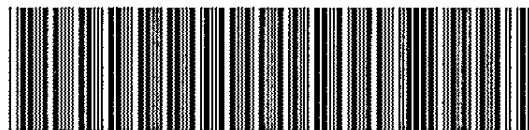
(Business Entity Name)

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ACCOUNT NO. : 072100000032

REFERENCE : 874334 4311639

AUTHORIZATION

COST LIMIT

: *Patricia Pink*
\$ 25.00

ORDER DATE : January 9, 2003

ORDER TIME : 10:18 AM

ORDER NO. : 874334-025

CUSTOMER NO: 4311639

CUSTOMER: Ms. Mary V. Carroll
Akerman Senterfitt & Eidson,
Floor 28th
One Southeast Third Avenue
Miami, FL 33131-1714

DOMESTIC AMENDMENT FILING

NAME: CAREPLUS HOLDINGS, LLLP

EFFECTIVE DATE:

xx ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
xx PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER'S INITIALS:



RESUBMIT

Please give original
submission date as file date

FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 9, 2003

CSC
ATTN: NORMA PARRAMORE

SUBJECT: CAREPLUS HOLDINGS, INC.
Ref. Number: P01000116337

We have received your document for CAREPLUS HOLDINGS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be titled Articles of Amendment to the Articles of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 603A00001279

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ARTICLES OF CORRECTION

to the

**ARTICLES OF MERGER
OF
CAREPLUS HOLDINGS, INC.
A Florida Corporation****WITH AND INTO****CAREPLUS HOLDINGS, LLLP
A Delaware Limited Liability Limited Partnership**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN -9 AM 11:54

Pursuant to the provisions of Section 607.0124, Florida Statutes, the undersigned entities file these Articles of Correction.

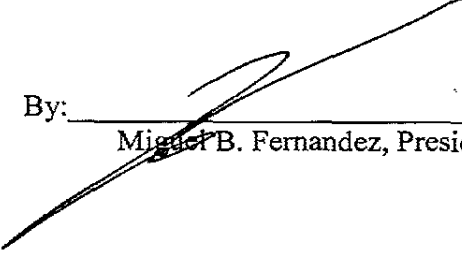
1. These Articles of Correction correct the Articles of Merger (the "Articles of Merger") merging Careplus Holdings, Inc. (the "Merging Company") with and into Careplus Holdings, LLLP (the "Surviving Company") filed with the Department of State of the State of Florida on December 31, 2002.
2. Paragraph Seven (7) of the Agreement and Plan of Merger (the "Plan of Merger") between the Merging Company and the Surviving Company which was attached as Exhibit A to the Articles of Merger contained an incorrect statement.
3. The correct Paragraph Seven (7) of the Plan of Merger shall read:

"7. EFFECTIVE DATE OF MERGER. The Merger shall be effective on the date the Articles of Merger are filed with the Secretary of State of Florida and the Certificate of Merger is filed with the Secretary of State of Delaware (the "Effective Time")."

[Signatures on next page.]

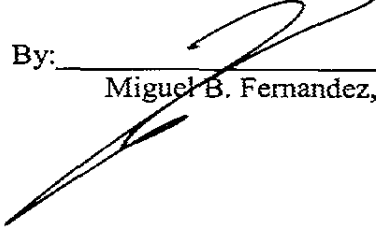
IN WITNESS WHEREOF, the undersigned have executed these Articles of
Correction as of the 7th day of January 2002.

CAREPLUS HOLDINGS, INC.

By: 
Miguel B. Fernandez, President

CAREPLUS HOLDINGS, LLLP

By: CarePlus Management, LLC

By: 
Miguel B. Fernandez, Manager