

PU2000022106

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02 SEP 23 PM 12:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FACSIMILE  
(305) 858-4777  
Direct Line (305) 860-7362

FEDERAL EXPRESS

September 20, 2002

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

8000007943648-3  
-09/23/02-01040-013  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

**MS-HHA II, Inc. and  
MSMC Transaction Corp.  
Articles of Amendment of the Articles of Incorporation**

Ladies and Gentlemen:

Enclosed herein are the original Articles of Amendment of the Articles of Incorporation of MS-HHA II, Inc., a Florida corporation, changing its corporate name to Home Care Dissolution, Inc. Also enclosed are the Articles of Amendment of the Articles of Incorporation of MSMC Transaction Corp., a Florida corporation, changing its corporate name to MS-HHA II, Inc. In addition, you will find an authorization letter for the use of the corporate name. Finally, enclosed please find a check in the amount of \$87.50, to cover the requisite filing and certified copy fees for such filings.

Please forward both certified copies of the two enclosed Articles of Amendment to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,



Margaret O'D. Ryder  
Legal Assistant

cc: Steven D. Sonenreich (w/encs)

PS/30/02  
9/30/02  
NE

September 17, 2002

MSMC Transaction Corp.  
4300 Alton Road  
Miami Beach, Florida 33140  
Attn: Steven D. Sonenreich, President

**Re: Consent to use the legal name "MS-HHA II, Inc."**

Dear MSMC Transaction Corp:

In connection with the concurrent filing by MS-HHA II, Inc. of the Articles of Amendment to its Articles of Incorporation to change its name from MS-HHA II, Inc. to Home Care Dissolution, Inc., the undersigned hereby consents to MSMC Transaction Corp.'s use of the name "MS-HHA II, Inc." effective upon the date of this letter.

Sincerely,



Steven D. Sonenreich, President  
MS-HHA II, Inc.

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
MSMC TRANSACTION CORP.**

**FILED**  
02 SEP 23 PM 12:03  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of MSMC Transaction Corp., a Florida corporation (the "Corporation"), Charter Number P02000022106, be, and it is hereby, amended as set forth below:

Article I of the Articles of Incorporation of the Corporation shall be amended to change the name of the Corporation by deleting it in its entirety and inserting in its place a new Article I to read as follows:

**ARTICLE I**

The Name of the Corporation shall be: MS-HHA II, Inc.

The foregoing amendment was adopted by a Consent in Lieu of a Special Meeting of the Board of Directors and Sole Shareholder of the Corporation dated as of August 20, 2002. The number of shares cast by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of September 17, 2002.

MSMC TRANSACTION CORP.

By: \_\_\_\_\_

Steven D. Sonenreich, President