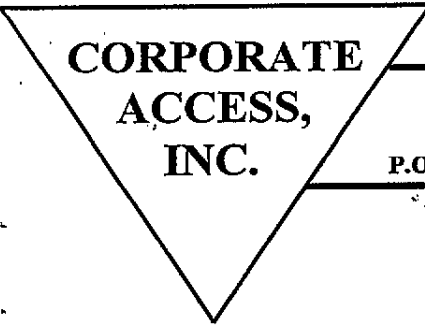


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236 East 6th Avenue . Tallahassee, Florida 32303

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Name Change

1.) Managed Long Term Care, Inc.

(CORPORATE NAME & DOCUMENT #)

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2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

File 1st

Please Add Registration # to first Application

SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATIONS

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AMENDMENT TO ARTICLES

OF INCORPORATION

The Board of Directors with the concurrence of the Stockholders of MANAGED LONG TERM CARE, INC., a Florida Corporation, do hereby amend the Certificate and Articles of Incorporation of said Corporation by amending Articles I as follows:

ARTICLE I. NAME

The name of the corporation shall be :

APPROVED LONG TERM CARE, INC.

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2002 JUL 22 AM 10:54
SHERIFF OF STATE
TALLAHASSEE, FLORIDA

BY: [Signature]
BEN DIAMOND, PRESIDENT OF
MANAGED LONG TERM CARE, INC.

STATE OF FLORIDA
COUNTY OF Broward

The foregoing was sworn to and subscribed before me by BEN DIAMOND, President of MANAGED LONG TERM CARE, INC., pursuant to his corporate authority, this 11 day of July, 2002, who:

- is/are personally known to me;
- produced a current Driver's(s') License(s) from _____ (State), as identification.
- produced _____ as identification.

[Signature]
SIGNATURE OF NOTARY

PRINTED NAME OF NOTARY _____
COMMISSION NO.: _____
MY COMMISSION EXPIRES: _____

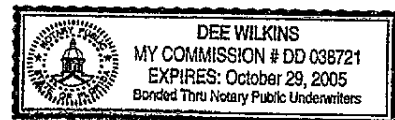


EXHIBIT "A"

"RESOLVED" by the Shareholders and Board of Directors of this Corporation that the Articles of Incorporation of MANAGED LONG TERM CARE, INC. has been changed to reflect the following:

ARTICLE I. NAME

The name of the corporation shall be :

APPROVED LONG TERM CARE, INC.

Excerpted from the Unanimous
Consent of the Shareholders
and the Board of Directors,
effective on July 11, 2002

BY 

BEN DIAMOND, PRESIDENT

EXHIBIT "B"

"RESOLVED" by the Shareholders and Board of Directors of this Corporation that the Articles of Incorporation of MANAGED LONG TERM CARE, INC. has been changed to reflect the following:

ARTICLE III. NAME

The name of the corporation shall be :

APPROVED LONG TERM CARE, INC.

Excerpted from the Unanimous
Consent of the Shareholders
and the Board of Directors,
effective on July 11, 2002

BY 

BEN DIAMOND, PRESIDENT