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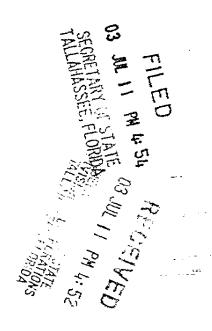
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ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of BEST CHOICE HOME CARE NAPLES, INC., a Florida corporation, as filed in the offices of the Secretary of State, State of Florida, in Tallahassee, Florida, on the 24th day of February, 2003, and assigned document number P03000022470, be and they hereby are amended in the following particulars:

ARTICLE II is deleted in its entirety and the following new ARTICLE II is substituted in its place:

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

5801 Pelican Bay Blvd., Suite 505 Naples, Florida 34108

ARTICLE V is deleted in its entirety and the following new ARTICLE V is substituted in its place:

ARTICLE V -OFFICERS/DIRECTORS

The names, addresses and titles of the directors and officers are as follows:

> Thomas W. Reed 104 Mahogany Drive Naples, Florida 34108

Director (Chairman)

Michael Barr

Director

9721 Ormsby Station Road

Suite 101

Louisville, Kentucky 40223

Roland K. Cleneay

5801 Pelican Bay Blvd.

Suite 505

Naples, Florida 34108

President

John E. Clontz

Secretary

9721 Ormsby Station Road

Suite 101

Louisville, Kentucky 40223

Norman J. Pfaadt Treasurer

9721 Ormsby Station Road Side 101

Louisville, x y 40223

- 2. The foregoing Amendment was adopted on the Aday of July, 2003.
- 3. The Amendment was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this gradual day of July, 2003.

Roland K. Cleneay, President

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