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BASIC AMENDMENT

A CARING PLACE ALF INC.

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Corporate Filing

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8/31/2004

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RESIGNATION OF OFFICER AND DIRECTOR AFFIDAVIT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, Yanet Aleman, who upon being first duly sworn, says the following:

- 1. That I, Yanot Aleman, have resigned as President of A Caring Place ALF Inc., a Florida Corporation.
 - 2. That the corporation has been notified in writing of the resignation.

FURTHER AFFIANT SAYETH NAUGHT

Aleman

Sworn to and subscribed before me this 27th day of August, 2004. The undersigned notary public specifies that the affix signature being notarized and that affiant personally appeared before the notary at the of notarization. Affiant is personally know or has furnished know or has furnished __FLA as identification.

Notary Public State of Florida

JORGE R. LOPEZ