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BASIC AMENDMENT

A CARING PLACE ALF INC.

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**RESIGNATION OF OFFICER AND DIRECTOR
AFFIDAVIT**

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

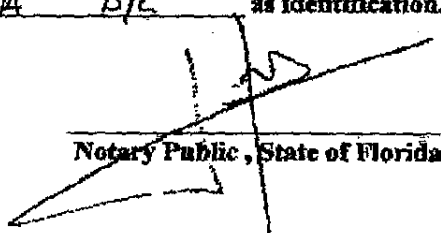
BEFORE ME, the undersigned authority, personally appeared, Luis Suarez, who upon being first duly sworn, says the following:

- 1. That I, Luis Suarez, have resigned as V/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.


Luis Suarez

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 FIA D/L as identification.


Notary Public, State of Florida



JORGE R. LOPEZ
MY COMMISSION # 00170023
EXPIRES: December 8, 2008
Issued 10th August Henry Cavazos

04 AUG 31 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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