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Division of Corporations

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2nd Request
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Florida Department of State
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

A CARING PLACE ALF INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
9/8/04

8/30/2004

(((H04000177070)))

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
A CARING PLACE ALF INC.

Pursuant to the provisions of section 607-1006, Florida statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

**ARTICLE VIII
NEW BOARD OF DIRECTOR**

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

The new Board of Directors shall be as follows:

NAME	ADDRESS	OFFICER	SHARE
VIVIAN HUERTA	13232 SW 85 TH ST MIAMI, FL. 33183	PRESIDENT	1000

New Registered Agent:

NAME	ADDRESS
VIVIAN HUERTA	13232 SW 85 TH ST MIAMI, FL. 33183

THIRD: The date of each amendment's adoption : **AUGUST 27, 2004**

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment (s) was/were adopted by the incorporators or board of Directors
Without shareholder action and shareholders action was not required.

X

_____ The amendment (s) was/were approved by the shareholders. The number of votes
Cast for the amendment (s) was/were sufficient for approval.

_____ The amendment (s) was/were approved by shareholders through voting groups.
(The following statement must be separately provided for each voting group entitled
To vote separately on the amendment (s).

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The number of votes cast for amendment (s) was/were sufficient for approval

By _____

(Voting group)

Signed this 27 of August, 2004.

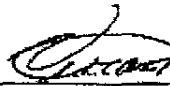
A CARING PLACE ALF, INC.

(Corporation name)

BY 

VIVIAN HUERTA, PRESIDENT

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.



VIVIAN HUERTA, REGISTERED AGENT