

PD4000038587

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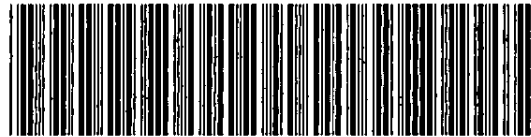
(Business Entity Name)

(Document Number)

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08 JUL 11 AM 10:45
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TALLAHASSEE, FLORIDA

Amend

6.000000 JUL 14 2008

**LAW OFFICES
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5201 BLUE LAGOON DRIVE, SUITE 270
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***ALSO ADMITTED IN WASHINGTON, D.C.**

July 9, 2008

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn. Amendment Dept.

RE: Bluecare Home Health Services, Inc.
Document No. P04000038587

Dear Sir or Madam:

Enclosed please find original and two copies of the articles of amendment to the articles of incorporation of the above referenced Florida corporation and a check in the amount of \$35.00 to cover your processing fee.

Please confirm the filing of this amendment by returning a stamped copy of the amendment to my attention at the above letterhead address as soon as possible. I have enclosed a self addressed and stamped envelope for your convenience.

Thank you for your attention to this matter and, should you have any questions, please do not hesitate to contact me.

Sincerely yours,



GUS SUAREZ

GS/vc
Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BLUECARE HOME HEALTH SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 of the Florida Statutes, the above referenced Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The date of the filing of the Articles of Incorporation of was February 27, 2004 and assigned document number P04000038587.

2. The following Amendment to the Articles of Incorporation were adopted by the Corporation:

CHANGE OF DIRECTORS/OFFICERS:

Janny B. Chang is hereby deleted as Director and President of the Corporation.

Sheriocha Lazo is hereby deleted as Director and Vice President of the Corporation.

Adalberto J. Aguilera, of 175 Fontainebleau Boulevard, Suite 2M-5, Miami, Florida 33172-4598, shall be Director and President of the Corporation.

Jose R. Alba, of 175 Fontainebleau Boulevard, Suite 2M-5, Miami, Florida 33172-4598, shall be Director, Vice President, Secretary and Treasurer of the Corporation.

Carlos A. Marquez, of 175 Fontainebleau Boulevard, Suite 2M-5, Miami, Florida 33172-4598, shall be Director of the Corporation.

CHANGE OF REGISTERED AGENT/REGISTERED OFFICE/PRINCIPAL OFFICE:

Janny B. Chang is hereby deleted as the Registered Agent of the Corporation.

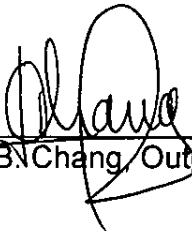
Adalberto J. Aguilera shall be the new Registered Agent of the Corporation at 175 Fontainebleau Boulevard, Suite 2M-5, Miami, Florida 33172-4598.

The Corporation's principal office shall be 175 Fontainebleau Boulevard, Suite 2M-5, Miami, Florida 33172-4598.

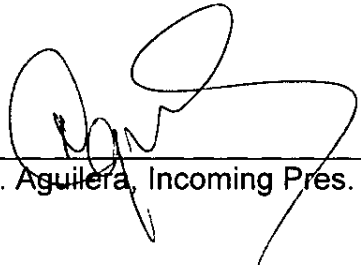
The Amended Articles and each Amendment described herein were approved by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval. The Amendments are hereby adopted and shall be effective as of the date written below.

The Amended Articles were adopted by a majority of the Corporation's Directors/Shareholders.

SIGNED, this 9th day of July, 2008.

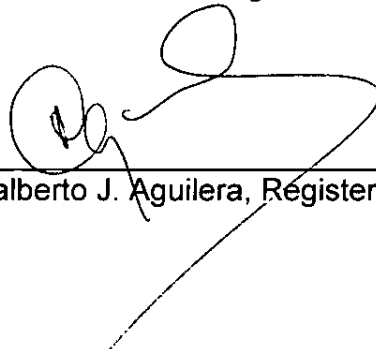


Janny B. Chang, Outgoing Pres.



Adalberto J. Aguilera, Incoming Pres.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and state that I am familiar with and accept the obligation of the position of registered agent, or; if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the Corporation has been notified in writing of this change.



Adalberto J. Aguilera, Registered Agent