



P18968

A MEMBER OF THE CROSS COUNTRY GROUP

February 12, 1999

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-02/15/99-01086-011
*****35.00 *****35.00

State of Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

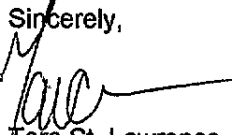
Re: Homeowners Group, Inc. change of name to: Cross Country Home Services, Inc.

Dear Sir/Madam:


Enclosed please find evidence of a name change amendment for the above referenced corporation. Please file the documents and forward a copy of the file to my attention using the enclosed UPS airbill.

Thank you.

Sincerely,


Tara St. Lawrence
Compliance Specialist

FILED
99 FEB 15 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


FEB 4 7 1999
TL

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
FEB 15 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Homeowners Group, Inc.

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: April 25, 1988

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

October 19, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Cross Country Home Services, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

Cynthia J. Starrett

Signature
Name and Title

Cynthia J. Starrett, Secretary and Treasurer

February 12, 1999

Date

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HOMEOWNERS GROUP, INC.", CHANGING ITS NAME FROM "HOMEOWNERS GROUP, INC." TO "CROSS COUNTRY HOME SERVICES, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 1998, AT 11 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2151620 8100

991018708

AUTHENTICATION: 9533532

DATE: 01-21-99

Oct. 19. 1998 9:18AM LANE ALTMAN&OWENS

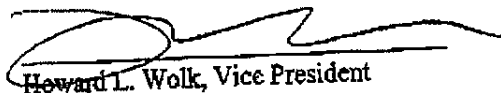
STATE OF DELAWARE
V. SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 10/19/1998
981401651 - 2151620

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HOMEOWNERS GROUP, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter to be called the "Corporation") is Homeowners Group, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:
"FIRST: The name of the corporation is Cross Country Home Services, Inc."
3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Dated: October 15, 1998


Howard L. Wolk, Vice President