

12/05/97 FRI 14:26 FAX

JOHNSON BLAKELY

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P93000002199

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FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
66002140

ACCT#: 0766

CONTACT: KRISTEN DECLEENE

PHONE: (813)461-1818

FAX #: (813)

441-8617

NAME: SKILLED SERVICES CORPORATION

AUDIT NUMBER.....H97000020098

DOC TYPE.....BASIC AMENDMENT

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TALLAHASSEE, FLORIDA

Client# 39038. 98/36

Amendment
12/8/97
DC

12/08/97 12:43 24413617

JOHNSON-BLAKLEY

001

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12/08/97 10:08 Florida Department p1 / 1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1997

SKILLED SERVICES CORPORATION
11300 4TH STREET NORTH
STE 200
ST. PETERSBURG, FL 33716

SUBJECT: SKILLED SERVICES CORPORATION
REF: F93000002129

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6206.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000020098
Letter Number: 397A00057698

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AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SKILLED SERVICES CORPORATION

The undersigned, as Secretary of SKILLED SERVICES CORPORATION, a Florida corporation (the "Corporation"), does hereby certify that the Amendment provided for herein to add Article XIV to the Corporation's Articles of Incorporation was adopted by resolution at a regularly scheduled and noticed meeting of the Board of Directors of the Corporation held on November 24, 1997 and that the holders of a majority of the outstanding shares of the Corporation's Common Stock entitled to vote approved this Amendment by a Special Corporate Action by Written Consent of Shareholders of which prompt notice of this action was provided to all stockholders of the Corporation in accordance with Chapter 607 of the General Corporate Law of the State of Florida and the provisions of the Corporation's Articles of Incorporation and Bylaws.

1. The name of the Corporation is:

SKILLED SERVICES CORPORATION, a Florida corporation.

2. The Articles of Incorporation filed January 11, 1993, in the office of the Secretary of State of the State of Florida as Document #p93000002199, is hereby amended and adding a new Article XIV as follows:

ARTICLE XIV. Only Sub Chapter S Qualified Stockholders

Only individuals and certain entities that allow the Corporation to be taxed as an S Corporation as defined in Section 1361 of the Internal Revenue Code (1986), as amended, may be stockholders of the Corporation. Any attempted transfer of the Corporation's stock to an individual or entity that is not a permitted S Corporation shareholder that would cause a termination of the Corporation's S Corporation election shall be void ab initio and not recognized on the books and records of the Corporation.

All other provisions of the Articles of Incorporation remain the same as originally filed.

Prepared By:

Michael T. Cronin, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0469841
(813) 461-1818

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CLERK, FLORIDA

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IN WITNESS WHEREOF, I, the undersigned Secretary of the Corporation, have hereunto subscribed my name this 24 day of November, 1997.

WITNESSES:

SKILLED SERVICES CORPORATION,
a Florida corporation

Laura J. Raigoza
Print Name: Laura J. Raigoza

By: Darian W. Johnson
Print Name: DARIAN W. JOHNSON
Title: SECRETARY

Suzanne H. Swanner
Print Name: SUZANNE H. SWANNER
PDG/143836

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24th day of November, 1997, by DARIAN W. JOHNSON as SECRETARY of SKILLED SERVICES CORP. a Florida corporation, who is personally known to me, or who produced a driver's license as identification.

Suzanne H. Swanner
Notary Public

Print Name: SUZANNE H. SWANNER

PDG/143836



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