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Division of Corporations

GUNSTER

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**THIRD AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN ELDERCARE, INC.,
a Florida corporation**

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Pursuant to the provisions of section 607.1006, Florida Statutes, American Eldercare, Inc. adopts the following Second Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is American Eldercare, Inc. (the "Corporation").

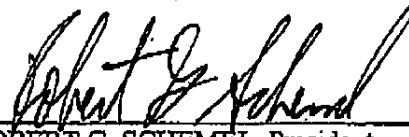
SECOND: Article IV of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of \$1.00 each."

THIRD: The amendment set forth in paragraph SECOND of this Third Amendment to the Articles of Incorporation of the Corporation was approved by the Corporation's sole Director on August 1, 2012, and approved and properly adopted by the Corporation's sole Shareholder on August 1, 2012. The number of votes cast for such amendment by the Shareholder was sufficient for approval.

The undersigned, as President of the Corporation, has executed this Third Amendment to its Articles of Incorporation on August 3rd, 2012.


ROBERT G. SCHEMEL, President