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Luis E. Diaz & Associates, P.A.  
Attorney and Counselors at Law

4201 Southwest 11th Street  
Miami, Florida 33134

Telephone: (305) 567-1900  
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June 18, 1999

Attn: Corporate Records  
Attn: Amendment Department  
Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200002910392--4  
-06/21/99-01092-003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to Articles of Incorporation  
of Direct Nursing Assistance, Inc.

Dear Sir or Madam:

Enclosed please find an original and 1 copy of the Articles of Amendment to the Articles of Incorporation of Direct Nursing Assistance, Inc. Also included is an original and 1 copy of the Certificate Designating the Address and Agent Upon Whom Process May be Served along with a check totalling \$35.00 payable to the Secretary of State. Please file same and submit to us a stamped copy in the attached pre-stamped, self-addressed envelope.

If you have any questions, please do not hesitate to call me at (305) 567-1900.

Sincerely,

*Luis E. Diaz*  
Luis E. Diaz, Esq.

Enclosures

FILED  
99 JUN 21 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. LEWIS JUN 22 1999

99 JUN 21 PM 4:25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
DIRECT NURSING ASSISTANCE, INC.

Pursuant to the provisions of Section 607.1003, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment(s) adopted: **CARLOS ALBERTO CARRION** is removed as (Director, President, Vice President, Secretary and/or Treasurer.

Second: **FERMIN REY** is added as sole Director.

Third: Amendment(s) adopted: **CARLOS ALBERTO CARRION** is removed as registered agent for the corporation. **FERMIN REY** is added as registered agent.

Fourth: The date of each amendment's adoption: June 14, 1999.

Fifth: Adoption of Amendment(s):

\_\_\_\_\_ The Amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

\_\_\_\_\_ The Amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.

  X   The Amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

\_\_\_\_\_ The Amendment(s) was/were adopted by the shareholders through voting groups.

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_.

Signed this \_\_\_\_\_ day of June, 1999.

By:   
CARLOS ALBERTO CARRION

Print Name:

Carlo

Presidente:  
Title

CERTIFICATE DESIGNATING THE ADDRESS  
AND AGENT UPON WHOM PROCESS MAY BE SERVED

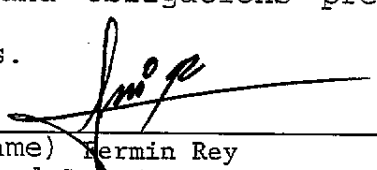
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

DIRECT NURSING ASSISTANCE, INC., a corporation organized under the laws of the State of Florida, hereby designates FERMIN REY its registered agent and 11117 West Okeechobee Road, Suite 205, Hialeah Gardens, Florida 33018 as its registered office.

ACCEPTANCE

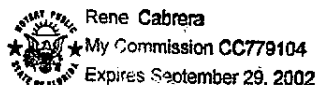
Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

  
\_\_\_\_\_  
(Type Name) Fermin Rey  
Registered Agent

STATE OF FLORIDA                     )  
                                                  ) ss  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of June, 1999 by \_\_\_\_\_. I relied upon the following form \_\_\_\_ of identification of the above named persons:  
R000-240-59-150-0

My Commission Expires:



  
\_\_\_\_\_  
Print Name: RENE CABRERA  
Notary Public, State of Florida  
at Large