



THE UNITED STATES
CORPORATION
COMPANY

P94000040501

ACCOUNT NO. : 072100000032

REFERENCE : 490972 4724048

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 35.00

ORDER DATE : August 8, 1997

ORDER TIME : 4:05 PM

ORDER NO. : 490972-005

CUSTOMER NO: 4724048

CUSTOMER: Mr. Darrick Grimes
Greenberg Traurig Hoffman
153 E. 53rd St.
35th Floor
New York, NY 10022

600002266456--3

*Where
Exchange*

DOMESTIC AMENDMENT FILING

NAME: CHAMPIONSHIP HEALTHCARE, INC.
AND CHAMPIONSHIP HOLDING
CO., INC.

EFFECTIVE DATE:

8/15/97

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

FILED
97 AUG 13 AM 11:46
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 13 PM 4:16
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF EXCHANGE OF SHARES
OF
CHAMPION HOLDING CO., INC.
AND
CHAMPION HEALTHCARE, INC.**

Pursuant to §607.1105 and §607.1107 of the Florida Business Corporation Act, by and between
CHAMPION HOLDING CO., INC., a Delaware corporation and CHAMPION HEALTHCARE, INC., a
Florida corporation.

THIS IS TO CERTIFY:

FIRST: The name of the acquired corporation is Champion Healthcare, Inc., a corporation organized and existing under the laws of the State of Florida. The name of the acquiring corporation is Champion Holding Co., Inc., a corporation organized and existing under the laws of the State of Delaware.

SECOND: The Plan of Exchange of Shares of Champion Holding Co., Inc. and Champion Healthcare, Inc. (hereinafter referred to as the "Plan of Exchange") is annexed hereto and made a part hereof as Exhibit A.

THIRD: Such plan of Exchange was approved by the Board of Directors of Champion Healthcare, Inc. on May 16, 1997 and the Board of Directors of Champion Holding Co., Inc. on May 29, 1997.

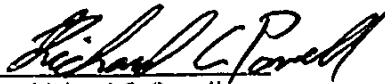
FOURTH: The Plan of Exchange was approved by the shareholders of Champion Healthcare, Inc. on May 29, 1997 and the shareholders of Champion Holding Co., Inc. on May 29, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Exchange of Shares to be executed on this 6th day of August, 1997.

CHAMPION HOLDING CO., INC.

CHAMPION HEALTHCARE, INC.

By:


Richard C. Powell
President

By:

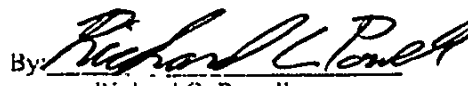

Richard C. Powell
President

EXHIBIT A

PLAN OF EXCHANGE OF SHARES

This Plan of Exchange of Shares (the "Plan") is for the purpose of effecting the acquisition of all the shares of Champion Healthcare, Inc., a Florida corporation, by Champion Holding Co., Inc., a Delaware corporation, Champion Holding Co., Inc. and Champion Healthcare, Inc. being hereinafter referred to collectively as the "Corporations," in accordance with the provisions of §§607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act").

FIRST: The terms and conditions of the exchange are as follows:

On the Effective Date (as hereinafter defined), each share of Champion Healthcare, Inc. then issued and outstanding shall be exchanged for one share of Champion Holding Co., Inc., with fractional shares of less than one-half being disregarded and fractional shares of one-half or greater being rounded to the next higher full share.

SECOND: This Plan shall take effect and the exchange contemplated by this Plan shall become effective as of the effective date of filing of the Certificate of Exchange required by §607.1105 of the Act (the "Effective Date"), which shall be filed following approval of this Plan by the respective Boards of Directors of the Corporations and upon receiving the affirmative vote of a majority of the votes cast by the holders of shares of Champion Healthcare, Inc., which are entitled to vote on the Plan.

THIRD: Upon the Effective Date, all of the outstanding shares of Champion Healthcare, Inc. automatically shall become the property of Champion Holding Co., Inc. Share certificates which formerly evidenced the acquired shares of Champion Healthcare, Inc. shall only evidence the right of the holder thereof to receive the consideration provided for in the Plan. The payment by Champion Holding Co., Inc. of the consideration provided for in the Plan is conditioned upon the surrender of the share certificates evidencing the acquired shares of Champion Healthcare, Inc.; provided, that Champion Healthcare, Inc., in its sole discretion, may waive such condition.


FOURTH: Any shareholder of Champion Healthcare, Inc. whose shares are acquired pursuant to this Plan shall have all the rights of a dissenting shareholder under §§607.1301, 607.1302 and 607.1320 of the Act.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Exchange of Shares to be executed on this 6th day of August, 1997.


CHAMPION HOLDING CO., INC.

CHAMPION HEALTHCARE, INC.

By:


Richard C. Powell
President

By:


Richard C. Powell
President