6/25/97

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305) 599-0839

FAX # (305)716-0346

NAME: ULTIMATE HOME CARE, INC.

AUDIT NUMBER...... H97000010496

DOC TYPE..... BASIC AMENDMENT

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STORY OF COST DAYLEY

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ARTICLES OF AMENDMENT

OF

ULTIMATE HOME CARE, INC.

We, the undersigned stockholders and directors of ULTIMATE HOME CARE, INC., a corporation organized under the laws of the State of Florida hereby certify as follows:

The name of the corporation is:

ULTIMATE HOME CARE, INC.

ARTICLE II

The Articles Of Incorporation are hereby amended by the following resolution adopted both by the Board of Directors and the Shareholders:

IT IS RESOLVED AS FOLLOWS:

The Articles of Incorporation shall be amended to remove JOSE M. ROIG as President, Secretary, Treasurer and Director and to add OSCAR A. RODRIGUEZ as President, Secretary, Treasurer and Director effective June 6, 1997.

The foregoing resolution was adopted by the Board of Directors and the Shareholders at a Special Joint meeting held on June 6, 1997 and was approved by the majority of of the Corporation's shareholders. Such majority is sufficient for approval.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Amendment this 6th day of June, 1997.

The Corporate address is 275 Fountainbleau Blvd., Suite 190. Miami, Florida 33172.

OSCAR A CODRIGHEZ
President, Director and

Shareholder

Prepared by: Raul D. Cabrera. Esq. 4201 S.W. 11 Street Miami, Florida 33134

Fla. Bar No. 869090 (305) 444-6902

STATE OF FLORIDA)

88:

COUNTY OF DADE)

I HEREBY CERTIFY that on the 6th day of June, 1997, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments,

OSCAR A. RODRIGUEZ

to me well known and known to me to be the person(s) who executed the foregoing ARTICLES OF AMENDMENT and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and year first above written.

NOTARY PUBLIC, State of Florida -At Large-

My Commission Expires:

MAUL D CABRERA My Commission COSE2918 Expires May, 06, 2000