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Florida Department of State

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

NATIONAL ASSISTED LIVING, INC.

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ARTICLES OF AMENDMENT
OF
NATIONAL ASSISTED LIVING, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation herein named (the "Corporation") does hereby adopt the following Articles of Amendment:


1. The name of the Corporation is National Assisted Living, Inc.
2. A new Article TWELFTH shall be added as follows:

The Corporation's Board of Directors shall consist of at least five (5) members; one of the Directors of the Corporation shall be elected by Waterside Capital Corporation, a Virginia corporation ("Investor"); three (3) of the Directors of the Corporation shall not be officers or employees of the Corporation and shall otherwise be unaffiliated with the Corporation (each an "Independent Director"). Any vacancy in the office of a director may be filled by a nominee selected by a vote or written consent of the parties who nominated such director in accordance with the Articles of Incorporation and applicable law. The number of members of the Board of Directors shall not be increased to more than six (6) without the consent of the Investor. Any member of the Board of Directors that is not an employee of the Corporation shall be entitled to receive at least \$150 for each board meeting attended including expenses and shall receive the same compensation as is made available to other non-employee members of the Board. The Board will meet no less than once per quarter.

3. The date of adoption of the aforesaid amendment was December 30, 1999.
4. The number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

Executed on December 30, 1999.

NATIONAL ASSISTED LIVING, INC.

By 
Its PRESIDENT ALVIN D. PARRISH

694290.036/amendment to articles

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