

UCC-3
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P95000095990

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 11-18-99

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-11/18/99--01065--008
*****43.75 *****43.75

REF. #: 0174.9185

CORP. NAME: A.L.F. Acquisitions, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
99 NOV 18 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 11356 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

RECEIVED
99 NOV 18 PM 3:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

C. COULLETTE NOV 19 1999

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
A.L.F. ACQUISITIONS, INC.

FILED
99 NOV 18 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, certifies that:

1. He is the President of A.L.F. ACQUISITIONS, INC., a Florida corporation, whose Articles of Incorporation were filed with the Secretary of State, State of Florida, on December 19, 1995.

2. The following amendment to the Articles of Incorporation was unanimously adopted and approved by the Shareholders and the Board of Directors, by written consent in lieu of a meeting, dated November 17, 1999. The number of votes cast by the Shareholders and Board of Directors was sufficient for approval.

3. ARTICLE III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE III

PURPOSES AND POWERS

Section 1 - Purposes:

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida, and specifically (a) to create a private corporation to construct or to acquire a housing project or projects, and to operate the same; (b) to enable the financing of the construction of such rental housing with the assistance of mortgage insurance under the National Housing Act; (c) to enter into, perform, and carry out contracts of any

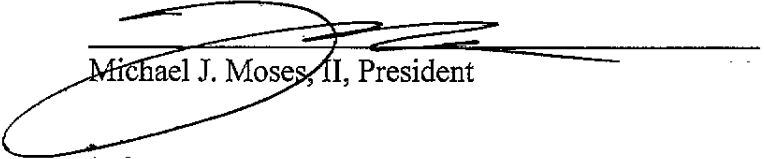
kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to any acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation of such project; and (e) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

Section 2 - Powers:

(a) The Corporation shall have the power to do and perform all things whatsoever set out in Section 1 of Article III, Purposes above, and necessary or incidental to the accomplishments of said purposes.

(b) The Corporation, specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 17th day of November, 19 99.


Michael J. Moses, II, President

**JOINT ACTION BY
WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF
THE SHAREHOLDERS AND OF THE BOARD OF DIRECTORS OF
A.L.F. ACQUISITIONS, INC.**

Pursuant to Section 607.0821 of the Florida Business Corporation Act, the undersigned Shareholders and Board of Directors (the "Directors") of A.L.F. Acquisitions, Inc., a Florida corporation (the "Corporation"), hereby adopt the following resolutions by written consent (the "Consent"), in lieu of holding a special joint meeting of the Shareholders and Directors of the Corporation:

WHEREAS, the Shareholders and the Directors desire to change the purposes and powers of the Corporation, it is

RESOLVED, that Article III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

**ARTICLE III
PURPOSES AND POWERS**

Section 1 - Purposes:

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida, and specifically (a) to create a private corporation to construct or to acquire a housing project or projects, and to operate the same; (b) to enable the financing of the construction of such rental housing with the assistance of mortgage insurance under the National Housing Act; (c) to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to any acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation of such project; and (e) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

Section 2 - Powers:

(a) The Corporation shall have the power to do and perform all things whatsoever set out in Section 1 of Article III, Purposes above, and necessary or incidental to the accomplishments of said purposes.

(b) The Corporation, specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered, and directed to do and perform all such further acts and things, to execute and deliver in the name of this Corporation and to file with the appropriate governmental authorities and other parties, all such further instruments or documents that they deem necessary, appropriate or convenient in order to effectuate the intent of the foregoing resolutions;

FURTHER RESOLVED, that all actions taken by the officers and Directors of the Corporation, or any of them, in connection with the foregoing resolutions, through the date hereof, are hereby ratified and approved; and

FURTHER RESOLVED, that this Consent may be executed in one or more counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Consent, and this Consent may be effected by a written facsimile signature of each of the Shareholders and Directors.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of November 17, 1999.

HOMESTEAD HEALTHCARE SERVICES, INC.

By: _____

