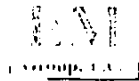


P95000097913



A Limited Liability Company
P.O. Box 6313, Clearwater, FL 34618

Robert Monte
President

Tel No (813) 449-2243, Nat'l Toll Free 800-258-3806
Fax (813) 447-1659

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*****35.00 *****35.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend

~~Amended & Restated~~

V8 MAY 16 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1997

L & M GROUP, L.C.
P.O. BOX 6313
CLEARWATER, FL 34618

SUBJECT: ELDERCARE OF JACKSONVILLE, INC.
Ref. Number: P95000097913

We have received your document for ELDERCARE OF JACKSONVILLE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If shareholder approval was not required, a statement to that effect must be contained in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.



STEVEN C. KOEGLER
JAMES V. WALKER
PHILLIP I. DILLINGHAM

10151 Deerwood Park Boulevard
Building 100, Suite 200
Jacksonville, Florida 32256-0959
Telephone (904) 998-9800
Facsimile (904) 998-0800
E-Mail wklaw@w-k.com

REPLY TO:
P.O. Box 550587
Jacksonville, Florida
32255-0587

May 14, 1997

Attention: Amendments Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Eldercare of Jacksonville, Inc.

Ladies and Gentlemen:

Enclosed herewith is an original Certificate of Amendment to the Articles of Incorporation to be filed in the Secretary of State's office on behalf of the above corporation. Also enclosed are copies of the Amendment to be file stamped by your department and returned to us, and a copy of your letter to L&M Group dated May 6, 1997. The company desires to file a simple Amendment in lieu of the erroneous Restated Articles previously submitted.

If you have any questions concerning this document, please contact me.

Very truly yours,

WALKER & KOEGLER, P.A.

Peggy Adolphson
Legal Assistant

pa
Enclosures

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
ELDERCARE OF JACKSONVILLE, INC.**

Eldercare of Jacksonville, Inc., a Florida corporation, under its corporate seal and under the hand of its President and Secretary, hereby certifies that:

The following amendment was adopted on May 12, 1997, by the affirmative vote of the Shareholders of a majority of the shares entitled to vote on the amendment, in accordance with Florida Statutes Section 607.1003 (1996). The number of votes cast was sufficient for approval.

RESOLVED, that the Articles of Incorporation be amended in the following particulars: Article III will be deleted and the following language inserted in its place:

ARTICLE III.

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 10,000,000 shares of common stock, each with a par value of \$.001.

AND BE IT FURTHER RESOLVED, that the President and Secretary be, and they hereby are, authorized and directed to file a Certificate of Amendment with the State of Florida Division of Corporations to effectuate such amendment.

ELDERCARE OF JACKSONVILLE, INC.

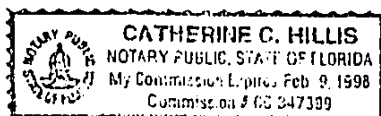
By: Armand T. Swisher
Armand T. Swisher, President

Attest: Steven F. Roth
Steven F. Roth, Secretary

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Certificate of Amendment was acknowledged before me this 15th day of May, 1997, by Armand T. Swisher, who is the President of Eldercare of Jacksonville, Inc. and [] who is personally known to me or [X] who has produced FL D.R. LIC as identification.

Catherine C. Hillis
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Certificate of Amendment was acknowledged before me this 12th day of May, 1997, by Steven F. Roth, who is the Secretary of Eldercare of Jacksonville, Inc. and [] who is personally known to me or [☒] who has produced FL. DR. LIC as identification.

Catherine C. Hillis
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:

