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ATTORNEYS AND COUNSELORS OF LAW

MARK M. GRIECO

D.J. "JACK" SCALERA, III

P 96000011690

TRANSMITTAL LETTER

October 12, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/14/99--01050--010
*****70.00 *****35.00

To whom it may concern:

Please file the enclosed documents. I have also enclosed a check to cover the filing fees.

If you have any questions, please do not hesitate to contact me at your convenience.

Sincerely,

Mark M. Grieco

enclosures

*Amend
10-28-99
BMS*

DEPT. OF STATE
TALLAHASSEE, FLORIDA
99 OCT 14 AM 8:52
FILED

AMENDMENT TO
ARTICLES OF INCORPORATION OF
UNLIMITED HOME CARE SERVICES, INC.

DOCUMENT NUMBER P96000011690

FILED
99 OCT 14 AM 8:52
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Chapter 607, this Florida Profit Corporation adopts the following amendment to its Articles Of Incorporation.

THIS AMENDMENT TO THE ARTICLES OF INCORPORATION ADDS THE FOLLOWING NEW ARTICLE.

Article XXII
New Article, 9/99

STOCK TRANSFER UPON DEATH OR INCAPACITY
OF SHAREHOLDER

TRANSFER OF SHARES ON DEATH OF SHAREHOLDER

Upon the death of any shareholder, pursuant to ARTICLE XIII, as amended in September of 1999, the executor, administrator, or personal representative of the deceased shareholder will transfer all of the shares owned by the deceased shareholder at the time of his or her death to the remaining living shareholder, if any.

If the remaining shareholder chooses not to receive this stock or any portion thereof, the remaining stock will be sold pursuant to ARTICLE XIII, as amended in September of 1999, of the Articles of Incorporation of this Corporation.

The price and terms of the remaining shares, if any, and the time within which such remaining shares may be offered and sold shall be determined by the Corporation and the remaining shareholder within thirty (30) days after a shareholder's death.

TRANSFER OF SHARES UPON DISABILITY OF SHAREHOLDER

If a shareholder is deemed to have a "total and permanent disability" his or her shares of this Corporation shall be sold pursuant to ARTICLE XIII, as amended in September of 1999, of the Articles of Incorporation of this Corporation.

(1) A disability determination means a finding that a shareholder, because of a medically determinable disease, injury, or other physical or mental disability, is unable to perform substantially all of his/her regular duties for the corporation and that such disability is determined or reasonably expected to last at least nine (9) months. The other shareholder can, in writing, waive or extend this nine month period.

(2) The disability determination shall be based on the written opinion of the physician regularly attending the shareholder whose disability is in question. If the other shareholder disagrees with the opinion of this physician, the other shareholder may engage, at his/her own expense, another physician. If the two above physicians disagree in their disability determinations, they shall choose a third consulting physician and the written opinion of a majority of these three physicians shall be conclusive as to the shareholder's disability.

(3) Any shareholder shall have the right to request disability determinations of the other stockholder no more then every three months.

(4) Should the disability of the shareholder end within 2 years of the initial disability determination, under the same procedure as listed above, said stocks originally owned by the disability shareholder shall be transferred back to the initial disability shareholder. Any stockholder shall have the right to request disability determinations of the other stockholder no more then every three months.

THE AMENDMENT WAS ADOPTED UNANIMOUSLY BY ALL SHAREHOLDERS AND DIRECTORS, AND THE NUMBER OF VOTES CAST FOR THE AMENDMENT WERE SUFFICIENT FOR APPROVAL.

THE DATE OF THIS ADOPTION IS SEPTEMBER 1 , 1999.

EXECUTED in Palm Beach County on this 1 day of September, 1999.

 Unlimited Home Care Services Inc.
Corporation Name

 Leland F. Boss, Jr.
Signature of main officer of Corporation with Title

 Leland F. Boss, Jr.
Typed or printed name