

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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FILED
JAN - 7 PM 2:00
TALLAHASSEE, FLORIDA

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Amendment

1.) Home Health Corporation of America, Inc - St. Petersburg
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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C. Coulliette JAN 07 2002

SPECIAL INSTRUCTIONS

FILED
2002 JAN -7 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOME HEALTH CORPORATION OF AMERICA, INC. - ST. PETERSBURG

P96000034789
Document Number of Corporation

Pursuant to the provisions of section 607.1008, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is Home Health Corporation of America, Inc. - St. Petersburg (the "Corporation").

SECOND: The amendment to the Articles of Incorporation of said Corporation approved pursuant to Order Confirming Debtors' Amended Plan of Reorganization entered by the United States Bankruptcy Court for the District of Delaware is as follows:

Article Third shall be amended by adding the following provision:

"Notwithstanding anything to the contrary provided herein or by law, the Corporation shall have no authority to issue any nonvoting equity securities."

THIRD: The date of the court order approving the Corporation's Amended Plan of Reorganization pursuant to which this amendment is adopted is December 21, 2001.

FOURTH: The title of the reorganization proceeding in which the court order was entered is: Order Confirming Debtors' Amended Plan of Reorganization, under jointly administered case No. 99-348-MFN.

FIFTH: The Court had jurisdiction of the proceeding under federal statute.

Signed this 2 day of January, 2002

Signature: David S. Geller

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

David S. Geller

(Typed or printed name)

President

(Title)