200038593



ACCOUNT NO. : 072100000032

REFERENCE : 211989 4320229

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: January 6, 1997

ORDER TIME : 11:31 AM

ORDER NO. : 211989-005

CUSTOMER NO: 4320229

CUSTOMER: Ms. Tracey Fraser

Kilpatrick & Cody

Suite 2800

1100 Peachtree Street Atlanta, GA 30309

900002058129--5 -01/15/97--01002--001

DOMESTIC AMENDMENT FILING

NAME: HOUSECALL HOME HEALTH, INC. DIVISION OF CORPORATION

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

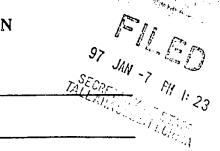
CERTIFICATE OF GOOD STANDING

N HENDRICKS JAN - A 1007

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

HOUSECALL HOME HEALTH,

The Chairman of the Board, W.A. Payne, Jr., presented to the Board the need of the corporation to change the name of the corporation from HOUSE CALL Home Health, Inc. to Glendale Home Care, Inc.

Upon motion duly made, seconded and carried, it was

RESOLVED, that W.A. Payne, Jr., Chairman, was authorized by the Board to execute any documents necessary for the fulfillment of this resolution.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: December 10, 1996
FOURTH	I: Adoption of Amendment(s) (CHECK ONE)
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
[The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	voting group
£	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
C	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 12 day of December , 19 96
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	W. A. Payne Typed or printed name
Typed or printed name	
	Chairman of the Board Title