



THE UNITED STATES
CORPORATION
COMPANY

P96000059822

FILED
MAR 12 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 290478 1579E

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$87.50

ORDER DATE : March 12, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 290478-010

CUSTOMER NO: 1579E

CUSTOMER: Sherry Rardon, Legal Asst
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

500002111405--8

name FILE
change 2nd
Amend

DOMESTIC AMENDMENT FILING

NAME: AMERICARE HEALTH SERVICES
ALLIANCE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

Check
after 2:00pm

4	3997
1024	
1854	
1854	
1854	

97 MAR 12 PM 5:11



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

March 12, 1997

CSC

TALLAHASSEE, FL

SUBJECT: AMERICARE HEALTH SERVICES ALLIANCE, INC.
Ref. Number: P96000059822

We have received your document for AMERICARE HEALTH SERVICES ALLIANCE, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Please provide a notarized affidavit from the voluntarily dissolved MIAMI DADE HOME HEALTH AGENCY, INC. stating that it will not revoke its dissolution and releases the name to the subject corporation listed above. The affidavit should be signed by an officer or chairman of the board of directors.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 297A00012636

RECEIVED
97 APR 30 AM 10:44
DIVISION OF CORPORATIONS

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared **Solomon Goldner**, who first being duly sworn, deposes and on oath says:

1. He is the President of Miami Dade Home Health Agency, Inc. ("Miami"), a Florida corporation.
2. Miami filed Articles of Dissolution with the Florida Secretary of State's office on March 12, 1997.
3. Miami will not revoke the Articles of Dissolution.
4. Miami hereby immediately releases the name "Miami Dade Home Health Agency, Inc." to Americare Health Services Alliance, Inc. ("Americare") for use as their new corporate name as indicated in Americare's pending Articles of Amendment to be filed with the Florida Secretary of State's office.

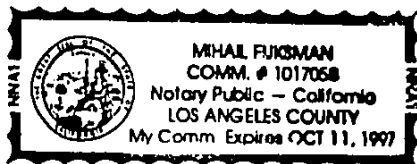
Dated this 21st day of April, 1997.

Solomon Goldner

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

On this the 25th day of April, 1997, before me, the undersigned officer, personally appeared **Solomon Goldner** known to me ~~(or satisfactorily proven)~~ to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.



Notary Public

MIHAIL FUXSMAN
Printed name of Notary
My Commission Expires:

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
AMERICARE HEALTH SERVICES ALLIANCE, INC.

February 28, 1997

FILED
97 MAR 12 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, AMERICARE HEALTH SERVICES ALLIANCE, INC., a Florida Corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name of Corporation. The name of the corporation is AMERICARE HEALTH SERVICES ALLIANCE, INC.

2. Amendment. The Articles of Incorporation are hereby amended by revising Article I of the Articles of Incorporation to read as follows:

ARTICLE I

The name of this Corporation shall be: MIAMI DADE HOME HEALTH AGENCY, INC.

3. Manner of Adoption. The foregoing amendment was adopted by the affirmative vote of all of the Directors and all of the Shareholders of the Corporation, as indicated by execution of a written statement manifesting the intention of the Directors and the Shareholders that such an amendment be adopted. There are no separate voting groups entitled to vote separately on the amendment, and the number of shares of stock voting in favor of the amendment, being unanimous, was sufficient for approval by the Shareholders.

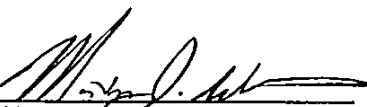
4. Effective Date. The foregoing amendment shall become effective and the Articles of Incorporation shall be deemed to be amended thereby on the date of filing of these Articles of Amendment.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation
this 28 day of February, 1997.

AMERICARE HEALTH SERVICES
ALLIANCE, INC., a Florida corporation

By: 
Solomon Goldner, President

ATTEST:

By: 
MARTIN J. WEISS, Secretary

[SEAL]