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CT CORPORATION SYSTEM

CORPORATION(S) NAME

Cross Country Home Holdings, Inc.

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FILED
01 MAR 27 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 MAR 27 AM 11:24
DIVISION OF CORPORATION

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| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
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G. COULLETTE MAR 27 2001

ARTICLES OF AMENDMENT
OF
CROSS COUNTRY HOME HOLDINGS, INC.

FILED
01 MAR 27 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 1006 of Chapter 607 of the Florida Statutes, the undersigned corporation has prepared this Articles of Amendment for filing.

FIRST: The name of the corporation is Cross Country Home Holdings, Inc.

SECOND: The Articles of Incorporation of this corporation are amended by changing the article numbered "THIRD" so that, as amended, said article shall read as follows:

"THIRD: The number of shares that the corporation is authorized to issue is 61,000, 1000 of which are Common Shares with a par value of \$.01 dollars each and 60,000 of which are designated Series A Preferred Shares with a par value of \$1,000.00 dollars each. The rights of the Series A Preferred Shares are as follows:

"1. VOTING. Except as may be otherwise provided in these terms of the Series A Preferred Stock, the Articles of Incorporation or by the provisions of Florida law, the Series A Preferred Stock shall have no right to vote on any matter.

"2. DIVIDENDS.

(a) Holders of Series A Preferred Stock will be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, in its sole discretion out of funds legally available therefor, non-cumulative, quarterly cash dividends which will accrue from and including January 1, 2001, and will be payable on March 31, June 30, September 30 and December 31 of each year (each, a "Dividend Payment Date", and each such quarterly period a "Dividend Period"), commencing March 31, 2001 at the annual rate of 8.00% of the par value \$1,000. Dividends on the Series A Preferred Stock will be payable to the holders of record (the "Holders") as they appear on the books and records of the Corporation on the relevant record date fixed by the Board of Directors, or a duly authorized committee thereof, which may not be earlier than 45 days or later than 10 days prior to the applicable Dividend Payment Date. The dividend period relating to a Dividend Payment Date will be the period from and including the preceding Dividend Payment date to but excluding such Dividend Payment Date. If a Dividend Payment Date is not a Business Day, dividends (if declared) on the Series A Preferred Stock will be paid on the succeeding Business Day, without interest. A "Business Day" shall mean any day other than a Saturday, Sunday or other day on which banking institutions in Boston, Massachusetts are authorized or required by law to close. Dividends payable on the Series A Preferred Stock for any period greater or less than a full dividend period will be computed on the basis of a 360-day year consisting of twelve 30-day months and the actual number of days elapsed in any period of less than one month. Dividends payable on the Series A Preferred Stock for each full dividend period will be computed by dividing the per annum dividend rate by four.

(b) No dividend (other than dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, the common stock of the Corporation or any other stock of the Corporation ranking, as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the Corporation, junior to the Series A Preferred Stock) may be declared or paid or set apart

for payment on the Corporation's common stock (or on any other Stock) unless dividends have been declared and paid or set apart (or ordered to be set apart) on the Series A Preferred Stock for the then-current quarterly dividend period; provided, however, that the foregoing dividend preference shall not be cumulative and shall not in any way create any claim or right in favor of the Holders of Series A Preferred Stock in the event that dividends have not been declared or paid or set apart (or ordered to be set apart) on the Series A Preferred Stock in respect of any prior dividend period. If the full dividend on the Series A Preferred Stock is not paid for any quarterly dividend period, the Holders of Series A Preferred Stock will have no claim in respect of the unpaid amount so long as no dividend (other than those referred to above) is paid on the Corporation's common stock (or any other stock of the Corporation ranking, as to the payment of dividends, junior to the Series A Preferred Stock) for such dividend period.

(c) The Board of Directors of the Corporation, or a duly authorized committee thereof, may, in its discretion, choose to pay dividends on the Series A Preferred Stock without the payment of any dividends on the Corporation's common stock (or any other stock of the Corporation ranking, as to the payment of dividends, junior to the Series A Preferred Stock).

(d) No full dividends shall be declared or paid or set apart for payment on any stock of the Corporation ranking, as to the payment of dividends, on a parity with the Series A Preferred Stock for any period unless full dividends have been declared and paid or set apart for payment on the Series A Preferred Stock for the then-current quarterly dividend period. When dividends are not paid in full upon the Series A Preferred Stock and all other classes or series of stock of the Corporation, if any, ranking, as to the payment of dividends, on a parity with the Series A Preferred Stock, all dividends declared upon shares of Series A Preferred Stock and all such other stock of the Corporation will be declared pro rata so that the amount of dividends declared per share of Series A Preferred Stock and all such other stock will in all cases bear to each other the same ratio that accrued dividends per share of Series A Preferred Stock (including any adjustments in dividends payable due to changes in the Dividends-Received Percentage but without accumulation of unpaid dividends on the Series A Preferred Stock for prior dividend periods) and such other stock bear to each other.

"3. LIQUIDATION PREFERENCE. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the shares of Series A Preferred Stock shall be entitled, before any distribution or payment is made upon any Common Stock to be paid an amount equal to the Par Value per share of Series A Preferred Stock plus, in the case of each share, an amount equal to all Dividends unpaid thereon with respect to the then current Dividend Period (whether or not declared) and any other dividends declared but unpaid thereon, computed to the date payment thereof is made available (such amount being sometimes referred to as the "Liquidation Preference," and such amount to be paid being referred to herein as the "Liquidation Payments"). The holders of Series A Preferred Stock shall not be entitled to any further right of conversion or payment, other than as provided in the preceding sentence. Written notice of such liquidation, dissolution or winding up, stating a payment date, the amount of the Liquidation Payment and the place where said Liquidation Payment shall be payable, shall be given by mail, postage prepaid, or by telex to non-U.S. residents, not less than twenty (20) business days prior to the payment date stated therein, to the holders of record of Series A Preferred Stock, such notice to be addressed to each such holder at its address as shown by the records of the Company. The consolidation or merger of the Company into or with any other entity or entities which results in the exchange of outstanding shares of the Company for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof, or the sale by the Company of all or substantially all its assets (other to a wholly-owned subsidiary), shall be deemed to be a liquidation, dissolution or winding up of the Company within the meaning of the provisions of this Section 3 unless the holders of more than 50% of the shares of the Series A Preferred Stock notify the Company in writing at least ten (10) business days prior to such event of their consent

to such transaction. The provisions of this Section 3 shall not apply to any reorganization, merger or consolidation involving (1) only a change in the state of incorporation of the Company, (2) a merger of the Company with or into an eighty percent (80%) or more owned subsidiary of the Company that is incorporated in the United States of America, or (3) any other transaction approved by the Company's Board of Directors, which approval includes a determination by two-thirds or more of the members of the Board, that the transaction will not have a material adverse effect on the rights and preferences of the holders of the Preferred Stock as in effect immediately prior to the consummation of the transaction.

"4. **AMENDMENTS.** No provision of these terms of the Series A Preferred Stock may be amended, modified or waived, nor may any class or series of the Corporation's stock prior to or on parity with the Series A Preferred Stock as to the payment of dividends, or distribution of assets upon dissolution or liquidation of the Corporation, or otherwise, be created without the written consent or affirmative vote of the holders of more than 50% of the then outstanding shares of Series A Preferred Stock."

THIRD: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 29th day of December 2000.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the corporation hereinbefore mentioned and described, has caused this certificate to be signed by its Vice President this 20th day of March, 2001 and the statements contained herein are affirmed as true.

CROSS COUNTRY HOME HOLDINGS, INC.

By: 
Howard L. Wolk, Vice President