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SMOOT ADAMS EDWARDS & GREEN, P. A.
ATTORNEYS AT LAW

J. TOM SMOOT, JR.
HAL ADAMS
FRANKLYN A. JOHNSON, JR. (1947-1991)
CHARLES B. EDWARDS
BRUCE D. GREEN
STEVEN I. WINEB
MARK R. KOMRAY
CLAYTON W. CREVASSE
M. BRIAN CHEFFER
ROBERT S. FORMAN
KATHLEEN W. MCBRIDE
LOWELL SCHOENFELD
C. BERE EDWARDS, JR.
MELVILLE G. BRINSON III
SAMUEL J. HAGAN, IX

ONE UNIVERSITY PARK
SUITE 600
12800 UNIVERSITY DRIVE
FORT MYERS, FLORIDA 33907
(941) 489-1776
(800) 826-1777 IN FLORIDA
FAX (941) 489-2444

MAILING ADDRESS
P. O. Box 60259
FORT MYERS, FLORIDA
33906-6259

February 5, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

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*****87.50 *****87.50

RE: QUALITY CARE OF S.W. FLORIDA, INC.
Articles of Amendment

Gentlemen:

Please find enclosed original Articles of Amendment to the Articles of Incorporation for the above-referenced corporation along with our check in the amount of \$87.50 for filing fees and certified copy. Please file the articles and return the certified copy and receipt for same in the envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Sue Despres
Susan C. Despres
Corporate Paralegal

used prepaid envelope
ST/S
POB 06259

scd
Enclosures
cc: Rose-Marie Monserrate (w/o enclosure)

VIA CERTIFIED MAIL
RETURN RECEIPT - P 148 394 798

FILED
97 FEB 11 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
HB
2/17

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QUALITY CARE OF S.W. FLORIDA, INC.

FILED
91 FEB 11 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of Quality Care of S.W. Florida, Inc., a Florida corporation hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the directors and shareholders of the corporation by resolutions dated January 31, 1997.

AMENDMENT

1. Article I is amended to read as follows:

ARTICLE I. NAME

The Name of the corporation shall be QualityCare of S.W. Florida, Inc. The principal place of business of this corporation shall be at 2301 Estero Blvd., Ft. Myers, Florida 33931.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 5th day of February, 1997.

BY: Rose Marie Monserrate President
Rose-Marie Monserrate, President

Attest: Rose Marie Monserrate Secretary
Rose-Marie Monserrate, Secretary

STATE OF FLORIDA)

COUNTY OF LEE)

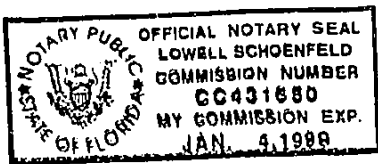
I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Rose-Marie Monserrate, the President and Secretary of QualityCare of S.W. Florida, Inc., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same,

who is personally known to me
 who has produced _____ as identification

and who did (did not) take an oath, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

Witness my hand and official seal in the County and State last aforesaid this 5th day of February, 1997.

Lowell Schoenfeld



(print name of Notary)
Notary Public
Serial # (if any) _____