

P97000009351



ACCOUNT NO. : 072100000032

REFERENCE : 311463 9616A

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pujato

ORDER DATE : March 28, 1997

ORDER TIME : 11:02 AM

ORDER NO. : 311463-005

400002127314--5

CUSTOMER NO: 9616A

CUSTOMER: Ms. Susan C. Despres
Smoot Adams Edwards & Green,
One University Park, Suite 600
12800 University Drive
Ft. Myers, FL 33907

FILED
97 MAR 28 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

NAME: QUALITYCARE OF S.W. FLORIDA,
INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
97 MAR 28 AM 11:26
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

3/28

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

Amend
C.C.

SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QualityCare of S.W. Florida, Inc.

FILED
97 MAR 28 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the President and Secretary of QualityCare 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 March 24, 1997.

AMENDMENT

1. Article III is amended to read as follows:

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which this corporation shall have the authority to issue is as follows:

(a) five thousand (5,000) shares of voting Common Stock having a par value of one dollar (\$1.00) per share, which voting Common Stock shall be designated as "Series A Common Stock"; and

(b) one million (1,000,000) shares of non-voting Common Stock having a par value of one dollar (\$1.00) per share, which non-voting Common Stock shall be designated "Series B Common Stock".

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 27 day of March, 1997.

BY: Rose Marie Monserrate
Rose-Marie Monserrate, President

Attest: Rose Marie Monserrate
Rose-Marie Monserrate, Secretary

AIR QUALITY EXPERTS, INC.

830-13 A1A N., #341

Ponte Vedra Beach, Florida 32082

March 7, 1997

P97000009397

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Air Quality Experts, Inc.
Document No. P97000009397

Dear Sir or Madam:


This is to notify you of change in the principal and mailing address of the corporation.

The incorrect address is: 830-13 A1A N., #241
Ponte Vedra Beach, Florida 32082

The correct address is: 830-13 A1A N., #341
Ponte Vedra Beach, Florida 32082

Thank you for your attention to this matter.

Sincerely,


Richard V. Osgood, Director

JAX1-237260
/pc

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CVILLIOT ROAD