

Division of Corporations

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Florida Department of State
Division of Corporations
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U.S. CARE MANAGEMENT/SDM, INC.

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U.S. CARE MANAGEMENT/SDM, INC.

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
IN LIEU OF MEETING**

The undersigned, being all of the members of the Board of Directors of U.S. CARE MANAGEMENT/SDM, INC., a Florida corporation (the "Corporation"), in accordance with Section 607.0821 of the Florida Statutes, as amended, relating to action taken without a meeting, hereby consents to the following action by the Board of Directors of the Corporation:

RESOLVED, that Article 1 of the Articles of Incorporation of the Corporation be amended to read as follows:

"ARTICLE I

Name

The name of the corporation shall be "U.S. CARE MANAGEMENT, INC."; and


FURTHER RESOLVED, that the amendment is adopted by the Board of Directors without shareholder action and shareholder action is not required.

Execution of this Consent by the undersigned, being all of the members of the Board of Directors of the Corporation, waives any requirement of a formal meeting to conduct the business referred to herein.

Dated as of the 17th day of October, 2007.


FREDERIC S. GOLDSTEIN


JUDITH A. WHITE


CHARLES W. SMITHERS, JR.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
U.S. CARE MANAGEMENT/SDM, INC.**

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This Amendment is filed pursuant to Section 607.1006, Florida Statutes, to reflect an amendment to the Articles of Incorporation of U.S. CARE MANAGEMENT/SDM, INC. (the "Corporation"), and in connection therewith, the undersigned officer, acting upon authority of the Board of Directors of the Corporation, hereby sets forth as follows:

1. That the name of the Corporation is: U.S. CARE MANAGEMENT/SDM, INC.
2. Article I of the Articles of Incorporation of U.S. CARE MANAGEMENT/SDM, INC.

is hereby amended to read as follows:

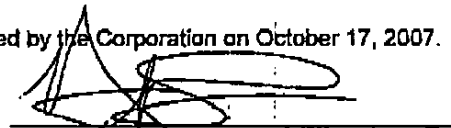
ARTICLE I
Name

"The name of the Corporation shall be U.S. CARE MANAGEMENT, INC."

3. Except as amended hereby, the Corporation's Articles of Incorporation shall remain in full force and effect.

4. The foregoing Amendment was approved and adopted by the Board of Directors, by written action dated October 17, 2007, pursuant to Section 607, Florida Statutes, to be effective as of the date filed with the Division of Corporations, Office of the Secretary of State, State of Florida. The Amendment was approved without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned President of the Corporation hereby certifies that these Articles of Amendment were duly adopted by the Corporation on October 17, 2007.


FREDERIC GOLDSTEIN, President

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