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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MAYRA'S ADULT CARE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED 99 DEC 28 PM 12:28
99 DEC 28 AM 11:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-12/28/99--01045--018

*****35.00 *****35.00

Amend

S. PAYNE DEC 29 1999

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
99 DEC 28 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAYRA'S ADULT CARE, INC.

(present name)

Persuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII: BOARD OF DIRECTORS

The name and post office addresses of the members of the Board of Directors will read as follows:

JULIANA CHALA
4230 S.W. 5 STREET
MIAMI, FL 33134

ARTICLE VIII: SUBSCRIBERS

The new name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore:

JULIANA CHALA ONE THOUSAND (1000) SHARES
4230 S.W. 5 STREET
MIAMI, FL 33134

ARTICLE IX: REGISTERED OFFICE AND AGENT

The new street address of the registered office will read as follows:

4230 S.W. 5 STREET
MIAMI, FL 33134

The new name of the registered agent of this corporation will read as follows:

JULIANA CHALA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption:
December 1st, 1999

FOURTH: Adoption of Amendment(s) (check one)

[X] The amendment(s) was/were approved by the shareholders.
The number of votes cast for the amendment(s) was/were sufficient for approval.

[] The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- [] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- [] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of December, 1999.

Signature 

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

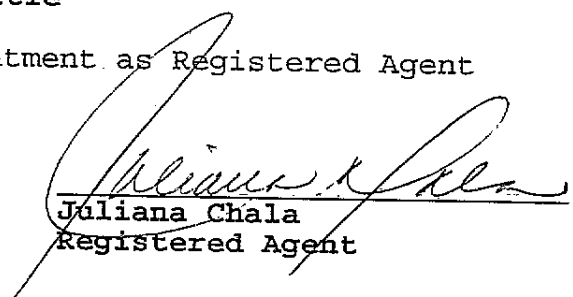
JULIANA CHALA

Typed or printed name

President

Title

I, hereby accept the appointment as Registered Agent


Juliana Chala
Registered Agent

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MAYRA'S ADULT CARE, INC.

2. The name and address of the registered agent and office is:

JULIANA CHALA

(NAME)

4230 S.W 5 Street

(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33134

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE December 14, 1999

DIRECTOR(S)' RESIGNATION

LEONOR RODRIGUEZ

MAYRA'S ADULT CARE, INC. - 4230 S.W 5 Street, Miami, Fl 33134

The Chairman then recognized the director named below who tendered his/her resignation, effective upon the adjournment of this meeting. Upon motion duly made, seconded and carried said resignation was accepted and the Secretary was ordered to spread same upon the minutes of the meeting.

I (We) the undersigned director(s) of the above named corporation, do hereby tender my (our) resignation(s), to take effect upon the adjournment of the meeting of the Board of Directors at which this resignation is accepted.

Dated: December 14, 1999.


LEONOR RODRIGUEZ - PRESIDENT