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DIVISION OF CORPORATIONS

BASIC AMENDMENT

NURSING LOVE & CARE FACILITIES ENTERPRISES INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4/13/04
Amend
38

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NURSING LOVE & CARE FACILITIES ENTERPRISES, INC.

Pursuant to the provisions of section 607-1006, Florida statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted:

ARTICLE SIX
NEW BOARD OF DIRECTORS

The New Board of Directors of this Corporation shall be as follows:

NAME	ADDRESS	OFFICE	SHARES
CECILIA C. BENITO	16392 STONE HEAVEN RD MIAMI LAKES, FL. 33014	PRES.	250
ELIA MURIAS	16392 STONE HEAVEN RD MIAMI LAKES, FL. 33014	V/PRES.	250

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 : APRIL 12, 2004

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

_____ The amendment (s) was/were adopted by the incorporators or board of Directors
Without shareholder action and shareholders action was not required.

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 shareholders through voting groups.
(The following statement must be separately provided for each voting group entitled
To vote separately on the amendment (s).

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LAZARUS CORPORATION

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PAGE 4

HO 4000078258

The number of votes cast for amendment (s) was/were sufficient for approval

By _____
(Voting group)

Signed this 12th of April, 2004.

NURSING LOVE & CARE FACILITIES ENTERPRISES, INC.
(Corporation name)

BY Elia Murias
ELIA MURIAS President

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