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Lexington  
Health Care, Inc.

3341 Amsterdam Ave. • Cooper City, FL 33026

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-10/30/97--01046--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
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	Trademark
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VS NOV 4 1997

Amend.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**LEXINGTON HEALTH CARE, INC.**

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*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendments to its articles of incorporation:*

**FIRST:** The company has elected the following officers;

President : Cynthia Y. Palermo  
Vice-President : Jackie H. Ettinger  
Secretary/Treasure : Lenny L. Ettinger

**SECOND:** The company also adopts the following changes in stock distribution;

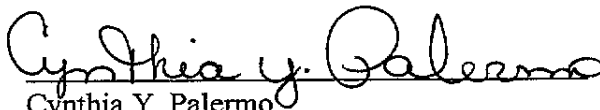
The company will issue 1,000,000 shares of common stock, to be distributed to the officers of the company.

The company will establish 800,000 shares of Class A Preferred Stock.

**THIRD:** These amendments were adopted at a meeting of the Board of Directors on October 13, 1997.

**FOURTH:** The amendments were approved by the shareholders and the number of votes cast were sufficient for approval.

Signed this 13<sup>th</sup> day of October, 1997

  
Cynthia Y. Palermo  
President

