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March 24, 1998

VIA OVERNIGHT COURIER

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

600002468016--1
-03/25/98--01051--024
*****35.00 *****35.00

Re: Riverside Management Company

Dear Sir/Madam:

Please find enclosed three originals of Articles of Amendment to Articles of Incorporation ("Amendment") of Riverside Management Company. Please file the Amendment and return two copies to me stamped as filed. I have also enclosed a check in the amount of \$35.00 which represents the filing fee for the Amendment.

Should you have any questions, please do not hesitate to contact me.

Yours very truly,

Vivian E. Wright

Vivian E. Wright
Legal Assistant

Enclosures

cc: Ralph L. Stacey
Christopher C. Spears

Name change
LFS
3-27-98

FILED
98 MAR 25 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
RIVERSIDE MANAGEMENT COMPANY**

FILED
98 MAR 25 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST:** The name of the corporation is Riverside Management Company.
- SECOND:** The amendment to Article I of the Corporation's Articles of Incorporation adopted is as follows:

"ARTICLE I

The name of the Corporation is Victoria Nursing &
Rehabilitation Center, INC.

- THIRD:** The above-designated amendment does not provide for an exchange, reclassification or cancellation of issued shares of stock of the Corporation.
- FOURTH:** The amendment was approved by the shareholders on March 14, 1998. The number of votes cast for the amendment was sufficient for approval.

Signed this 14 day of March, 1998.

RIVERSIDE MANAGEMENT COMPANY

By: 

Ralph L. Stacey, President