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66002140

ACCT#: 0766

CONTACT: KRISTEN DECLEENE
PHONE: (813)461-1818

FAX #: (813)

441-8617

NAME: SKILLED SERVICES CORPORATION OF CALIFORNIA

AUDIT NUMBER.....H97000020099

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Amendment

12-11-97

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PHONE: (813)461-1818

FAX #: (813)

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1997

SKILLED SERVICES CORPORATION OF CALIFORNIA
11300 4TH STREET N, SUITE 200
ST PETERSBURG, FL 33716

SUBJECT: SKILLED SERVICES CORPORATION OF CALIFORNIA
REF: P97000072563

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please correct the filed date to read: 8/21/1997, effective 8/19/97 and fill in portion ARTICLE Only Sub Chapter S Qualified Stockholders with the number XIV in #2 of the Amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000020099
Letter Number: 597A00057692

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SKILLED SERVICES CORPORATION OF CALIFORNIA

The undersigned, as Secretary of SKILLED SERVICES CORPORATION OF CALIFORNIA, a Florida corporation (the "Corporation"), does hereby certify that the Amendment provided for herein to add Article XIV to the Corporation's Articles of Incorporation was adopted by resolution at a regularly scheduled and noticed meeting of the Board of Directors of the Corporation held on November 24, 1997 and that the holders of a majority of the outstanding shares of the Corporation's Common Stock entitled to vote, which was sufficient for approval, approved this Amendment by a Special Written Action by Stockholders Consent of which prompt notice of this action was provided to all stockholders of the Corporation in accordance with Chapter 607 of the General Corporate Law of the State of Florida and the provisions of the Corporation's Articles of Incorporation and Bylaws.

1. The name of the Corporation is:

SKILLED SERVICES CORPORATION OF CALIFORNIA, a Florida corporation.

2. The Articles of Incorporation filed August 21, 1997, in the office of the Secretary of State of the State of Florida as Document #P97000072563, is hereby amended and adding a new Article XIV as follows:

ARTICLE XIV. Only Sub Chapter S Qualified Stockholders

Only individuals and certain entities that allow the Corporation to be taxed as an S Corporation as defined in Section 1361 of the Internal Revenue Code (1986), as amended, may be stockholders of the Corporation. Any attempted transfer of the Corporation's stock to an individual or entity that is not a permitted S Corporation shareholder or any attempted transfer would cause a termination of the Corporation's S Corporation election shall be void ab initio and not recognized on the books and records of the Corporation.

All other provisions of the Articles of Incorporation remain the same as originally filed.

Prepared By:

Michael T. Cronin, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0469841
(813) 461-1818

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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IN WITNESS WHEREOF, I, the undersigned Secretary of the Corporation, have hereunto subscribed my name this 24th day of November, 1997.

WITNESSES:

SKILLED SERVICES CORPORATION OF
CALIFORNIA, a Florida corporation

Laurel D. Baigee
Print Name: Laurel D. Baigee

Suzanne H. Swanner
Print Name: SUZANNE H. SWANNER

By: *Darian W. Johnson* Sec.
Print Name: DARIAN W. JOHNSON
Title: SECRETARY

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24th day of November, 1997, by DARIAN W. JOHNSON as SECRETARY of SKILLED SERVICES CORP., a Florida corporation, who is personally known to me, or who produced a driver's license as identification.

Suzanne H. Swanner
Notary Public

Print Name: SUZANNE H. SWANNER

PDG/144650
11/17/97



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