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PLEASE REPLY TO:

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North Palm Beach

-12/23/97--01011--001 *****52.50 *****52.50

MARINA D. PETILLO*** THEODORE T. TARONE, JR. RICHARD D. GROW*A

OF COUNSEL

*ALSO ADMITTED IN MICHIGAN "ALSO ADMITTED IN SOUTH CAROLINA ""ALSO ADMITTED IN NEW YORK AALSO ADMITTED IN DISTRICT OF COLUMBIA

December 16, 1997

Department of State Division of Corporations Amendment Section P.O. Box 6327 32314 Tallahassee, FL

ABOVE & BEYOND HOME HEALTH SERVICES, INC. Re: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-captioned corporation. Also enclosed is this firm's check in the amount of \$52.50 for a certified copy of the amendment.

Please file the amendment, date and stamp the enclosed copy and return it as a certified copy. Your attention to this matter is appreciated.

Very truly yours,

Anderson, Secretary to

Warren E. Avis, Jr.

/aa

Enclosures

JAN 6 1978

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED 97 DEC 23 AM 8: 56

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ABOVE & BEYOND HOME HEALTH SERVICES, INC.

(present name)

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

Article VI is amended as follows:

ARTICLE VI

OFFICERS AND DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

Martha, J. Carter 2047 S.E. Monroe Street, Stuart, Florida 34997-5886

The officers of the Corporation are:

President, Treasurer & Secretary:

Martha J. Carter 2047 S.E. Monroe Street Stuart, Florida 34997-5886

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: 12/04/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 amendments) was/were sufficient for approval by the sole shareholder. "

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 12 day of DECEMBER, 1997.

SIGNATURE:

L 12 3

PRESIDENT AND SOLE SHAREHOLDER

(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)

MARTHA J. CARTER

PRESIDENT AND SOLE SHAREHOLDER