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ATTORNEYS AT LAW

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FILED
01 JAN 19 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OF COUNSEL:
PAUL J. NICOLETTI, P.A.
BLOCK & COLUCCI, P.C.
LAW OFFICES OF LAWRENCE W. DUFFY

January 15, 2001

Corporation Division
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00


Re: L & S SENIOR CARE, INC.

Dear Sirs/Madam:

Enclosed please find an amendment to the Articles of Incorporation for the above-referenced corporation and an acceptance of registered agent regarding the same. Also enclosed is our firm's check in the amount of \$35.00 representing the filing fee for such amendment. Please send proof of filing back to my attention at the above-referenced address.

If you have any questions concerning the contents of this letter, or the enclosed amendment, please do not hesitate to call.

Sincerely,


M. Chris Edwards
W/enc.

Amend
1-25-01
PJS

AMENDMENT TO ARTICLES OF INCORPORATION
OF
L & S SENIOR CARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Directors and Shareholders of L & S SENIOR CARE, INC., a Florida Corporation, have approved and adopted this 12 day of January, 2001, subject to the approval thereof by the Secretary of State of Florida, an amendment to Articles III and V of its Articles of Incorporation.

NOW THEREFORE, it is provided that ARTICLE V of the Articles of Incorporation shall be amended, and that subsequent to said amendments, said Articles shall provide as follows:

ARTICLE III – REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

M. Chris Edwards, Esq.
M. Chris Edwards, P.A.
1001 N. U.S. Highway One, Suite 400
Jupiter, FL 33477

ARTICLE V – CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

IN WITNESS WHEREOF, we the undersigned, President and Secretary, have hereunto set our hands and seal this 12 day of January, 2001.

L & S SENIOR CARE, INC.

By: 

Melvin C. Swendsen, President

ATTEST: 

Melvin C. Swendsen, Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for L & S SENIOR CARE, INC. at the place designated in the amendment to the articles of incorporation, M. Chris Edwards, Esq., agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 12 day of JANUARY, 2001.



M. Chris Edwards, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA