

P98000024426

ROBERT K. EDDY & ASSOCIATES

ATTORNEYS AT LAW

808 W. DE LEON STREET
TAMPA, FLORIDA 33606

ROBERT K. EDDY
CRAIG E. ROTHBURN

Telephone: (813) 251-8800
Telecopier: (813) 251-5042
E-Mail: rkeandassoc@worldnet.att.net

FILED
JUN 22 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 3, 1998

Division of Corporations
SECRETARY OF STATE
ATTN: Amendment
P.O. Box 6327,
Tallahassee, FL 32314

000002548020-3
-06/04/98-01081-013
*****35.00 *****35.00

**RE: Articles of Amendment to
Articles of Incorporation of H.O.P.E., Inc.
File No. 4014**

Dear Clerk:

Please find enclosed the Articles of Amendment to Articles of Incorporation of H.O.P.E., Inc. for filing with your office together with Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation of H.O.P.E., Inc., and our firm's check in the amount of \$35.00. Please return a date-stamped copy of the filed Articles of Amendment Articles of Incorporation together with Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation of H.O.P.E., Inc. to our office. I have enclosed a copy of said documents for your convenience. Please call with any questions. Thank you!

Very truly yours,


MARIA ROPP
Legal Assistant

/mlr
ENCLOSURES

Amend. & N/C

VS JUN 25 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1998

MARIA ROPP
808 W. DE LEON STREET
TAMPA, FL 33606

SUBJECT: H.O.P.E., INC.
Ref. Number: P98000024426

We have received your document for H.O.P.E., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 098A00032983

RECEIVED
98 JUN 22 AM 8:33
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
H.O.P.E., INC.**

FILED
98 JUN 22 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of H.O.P.E., INC., (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 13th day of March, 1998:

WHEREAS, it is the intention of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation entitled to vote, that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation hereinafter set forth was approved by consent of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation entitled to vote, said majority being sufficient for approval, pursuant to the provisions of Sections 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 29th day of May, 1998, and there are no other voting groups entitled to vote on the amendment;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Articles I, II and II and by substituting therefor the following:

ARTICLE I

NAME

The name of this corporation shall be: **LAKESIDE MEDICAL** of Pasco County, Inc.

ARTICLE II

The principal office of the corporation shall be located at: 4941 4th Street, Zepherhills, Florida 33541; and the mailing business address of the corporation shall be: 808 West DeLeon Street, Tampa, Florida 33606.

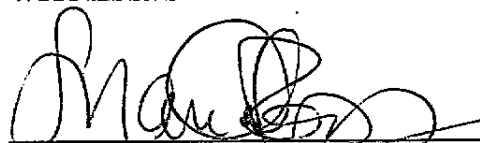

ARTICLE II

The purpose for which the corporation is to be formed and the general nature of the corporation's business shall be: to own and operate a medical rehabilitation company, as well as to engage in any other activity or business permitted under the laws of the State of Florida.


IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 29th day of May, 1998.

WITNESSES

H.O.P.E., INC.

By:


ROBERT DICARLO, as its President