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P.001
Page 1 of 1

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

ACTELL ELDERLY CARE, INC.

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|-----------------------|---------|
| Certificate of Status | 1 |
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACTELL ELDERLY CARE, INC.**

2008 OCT 24 AM 9:34
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, as of and effective November 1, 2008:

The undersigned being the Sole Incorporator, Sole Director, and Sole Shareholder, a natural person competent to contract, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607.

This Articles of Amendment to the Articles of Incorporation of ACTELL ELDERLY CARE, INC., a corporation duly incorporated in the State of Florida on the 26th day of May 1998, was approved by the corporation's sole shareholder, Terrel Dennis, therefore, the number of votes cast for the amendment by the shareholders was sufficient for approval.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: ACTELL ELDERLY CARE, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is: 1515 Michigan Avenue, Suite 20, Kissimmee, Florida 34744.

**ARTICLE III
NATURE OF CORPORATE BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ten million (10,000,000) shares of common stock having a par value of \$1.00 per share.

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ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 1515 Michigan Avenue, Suite 20, Kissimmee, Florida 34744. The name of the Initial Registered Agent of this Corporation at that address is Terrel V. Dennis.

ARTICLE VII
BOARD OF DIRECTORS

The business of this Corporation shall be managed by its Board of Directors. The Initial Board of Directors shall consist of at least one (1) member. The name and street address of the members of the Board of Directors is:

Terrel V. Dennis
1515 Michigan Avenue, Suite 20
Kissimmee, Florida 34744

The member of the Board of Directors shall hold office until her successor(s) is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Amendment of Articles of Incorporation as the Incorporator is Terrel V. Dennis and her street address is: 1515 Michigan Avenue, Suite 20, Kissimmee, Florida 34744

ARTICLE IX
INDEMNIFICATION

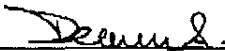
This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

IN WITNESS WHEREOF, I, the undersigned, being the Sole Incorporator, Sole Shareholder and Sole Director hereinbefore named, for the purpose of forming a professional service corporation to do business under the laws of Florida,

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have executed these Articles of Amendment of Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 24th day of October, 2008.

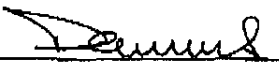

Terrel V. Dennis, President
President and Chairman of the Board of Directors

ACTELL ELDERLY CARE, INC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

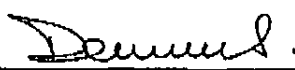
1. The name of the Corporation is: ACTELL ELDERLY CARE, INC.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Terrel Dennis, 1515 Michigan Avenue, Suite 20, Kissimmee, Florida 34744.

ACTELL ELDERLY CARE, INC.

By: 
Terrel Dennis
President
Sole Shareholder and Director

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of ACTELL ELDERLY CARE, INC., the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.


Terrel Dennis, Registered Agent
Dated: October 24, 2008

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