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FILED
98 DEC 21 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 18, 1998

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

000002717980--
-12/21/98-01113-009
*****43.75 *****43.75

Re: Premier Home Assistants, Inc.

To Whom It Concerns:

Enclosed please find Articles of Amendment for the above referenced corporation.

Also enclosed is check No. 6561 in the amount of \$43.75 to cover the filing fee and certified copy fee. Please file the enclosed of record and return a certified copy to me. Thank you for your attention to this matter.

Very truly yours,



Lewis W. Fishman

LWF:mmmr
Encls.

N/c

VS JAN 5 1999

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PREMIER HOME ASSISTANTS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Amendment to the Articles of Incorporation of Premier Home Assistants, Inc., a Florida corporation ("the Corporation") were duly adopted pursuant to the authority and provisions of Chapter 607, Florida Statutes, and the Articles and Bylaws of the Corporation.

FIRST: The name of this corporation is PREMIER HOME ASSISTANTS, INC.

SECOND: The following Amendments of the Articles of Incorporation were duly adopted:

- (a) That Article I of the Articles of Incorporation are amended to read as follows:

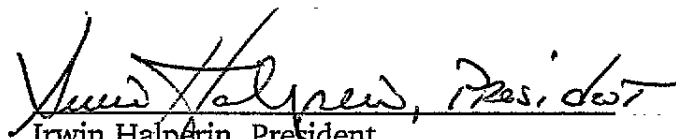
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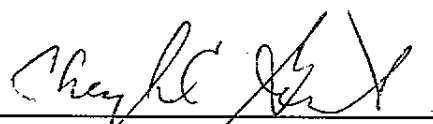
The name of this Corporation is PREMIER HOME ASSISTANCE, INC.

THIRD: That all the rest and remainder of the provisions of the Articles of Incorporation shall be and remain in full force and effect as so stated.

FOURTH: That all the above amendments were voted upon and approved at a duly called meeting of the shareholders of the Corporation for such purpose on the 8th day of December, 1998, and the number of votes cast were sufficient for approval.

IN WITNESS WHEREOF, the undersigned, in the name of PREMIER HOME ASSISTANTS, INC. have executed these Articles of Amendment as of the 14th day of December, 1998.


Irwin Halperin, President


Attest: Cheryl Grant, Secretary

STATE OF FLORIDA)
)
COUNTY OF DADE) SS.

The foregoing instrument was acknowledged before me this 14th day of December, 19998 by Irwin Halperin, President of PREMIER HOME ASSISTANTS, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced FL DL H416-410-56-182-0 / FL DL G 653-105-52-919-0, as identification and who did (did not) take an oath.

Beatriz Perez
Notary Public
State of Florida at Large

My Commission Expires:



STATE OF FLORIDA)
)
COUNTY OF Dade) SS.

The foregoing instrument was acknowledged before me this 14th day of December, 19998 by Cheryl Grant, Secretary of PREMIER HOME ASSISTANTS, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced, as identification and who did (did not) take an oath.
Produced ID: G 653-105-52-919-0

Beatriz Perez
Notary Public
State of Florida at Large

My Commission Expires:

