

MEMO-letter

CARLOS M. MENDEZ

Law Offices • Abogado

1800 West 49th Street, Suite 203 • Hialeah, Florida 33012 • (305) 885-5376 • Fax (305) 558-5338

P 980000084080

To Bureau of Corporate Records

Date November 20, 1998

P.O. Box 6327

Subject Florida Adult Care, Inc.

Tallahassee, Fl. 32314

200002694502--0

-11/23/98--01144--008

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

Dear Sir:

Enclosed please find the Certificate of Amendments of Articles of Incorporation on the above referred corporation that we would like to have filed with your office. Enclosed also find a check in the amount of \$35.00 to cover the fees for said filing. Please return one of the copies once it has been filed to our office.

Thank you for your cooperation on this matter.

Sincerely,

Amend CARLOS M. MENDEZ, LAW OFFICES

12-14-98 BY: *Carlos M. Mendez* (CF)

CC CARLOS M. MENDEZ, ESQ.

CMM:if
Enc.

FILED
88 DEC 14 PM 3:15
TALLAHASSEE, FLORIDA

MEMO-letter

CARLOS M. MENDEZ

Law Offices • Abogado

1800 West 49th Street, Suite 203 • Hialeah, Florida 33012 • (305) 885-5376 • Fax (305) 558-5338

To Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314
Attn: Cheryl Coulliette

Date December 7, 1998

Subject Florida Adult Care, Inc.

Ref. # P98000084080

—Dear Ms. Coulliette:

In response to your letter of December 2, 1998 on the above referred Corporation, enclosed please find the Certificate of Amendment with the necessary corrections made. Please process the document accordingly and send us one copy once it has been filed.

Thank you for your cooperation on this matter.

Sincerely,

CARLOS M. MENDEZ, LAW OFFICES

By:

Carlos M. Mendez (st)
CARLOS M. MENDEZ, ESQ.

CMM:if

Enc.

MEMO-letter

CARLOS M. MENDEZ

Law Offices • Abogado

1800 West 49th Street, Suite 203 • Hialeah, Florida 33012 • (305) 885-5376 • Fax (305) 558-5338

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

Date December 11, 1998

Subject Florida Adult Care, Inc
Ref#98000084080

Attn: Cheryl Coulliette

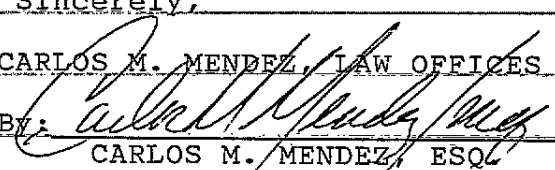
— Dear Ms. Coulliette:

As per our conversation enclosed please find the
Certification of Registered Agent that was omitted on the previous
Change. If you need anything else please let me know.

Thank you for your cooperation on this matter.

Sincerely,

CARLOS M. MENDEZ, LAW OFFICES

By: 
CARLOS M. MENDEZ, ESQ.

CMM/mef
Enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1998

CARLOS M. MENDEZ
1800 WEST 49TH ST.
STE. 203
HIALEAH, FL 33012

SUBJECT: FLORIDA ADULT CARE, INC.
Ref. Number: P98000084080

We have received your document for FLORIDA ADULT CARE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 398A00056987

R.A. ACCEPT

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

FLORIDA ADULT CARE, INC.

I, the undersigned, President/Secretary and Treasurer of FLORIDA ADULT CARE, INC.,
a corporation organized under the laws of the State of Florida and located in the City of Hialeah,
Florida, hereby certify:

1. The name of the corporation is FLORIDA ADULT CARE, INC.
2. The Article of Incorporation is amended by the following resolution adopted by the shareholders on October 5, 1998.

Resolved, that the Articles of Incorporation shall be amended so that Articles IV, VIII, and IX is eliminated, and the following substituted for Articles:

ARTICLE IV.

The register office of the Corporation and the register agent at such address is:
CARMEN SERRANO, 1940 NW 16th Terrace Miami, Florida 33125.

ARTICLE VIII.

The name and post office address of the Directors of the Corporation are:

CARMEN SERRANO President/Secretary/Treasurer, 1940 NW 16th Terrace
Director Miami, Fl 33125

ARTICLE IX.

The name and post office address of the Stockholders of the Corporation are:

CARMEN SERRANO	1940 NW. 16th Terrace	100 Shares	\$100.00
	Miami Florida 33125		

3. The above resolution was adopted by the Board of Directors and by the shareholders

-1-

FILED
98 DEC 14 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
88

unanimously.

Signed and dated at Hialeah, Florida this 20th day of November, 1998.

(CORPORATE SEAL)

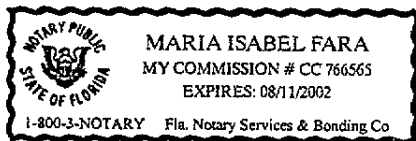
Carmen Serrano
CARMEN SERRANO
President & Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of November 1998, by CARMEN SERRANO, who is personally known to me or who have produced (Personally Known) as Identification and who did take an oath.

My Commission Expires:

Maria Isabel Fara
Notary Public, State of Florida.



CERTIFICATION OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELTAIVE TOTHE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

(CORPORATE SEAL)



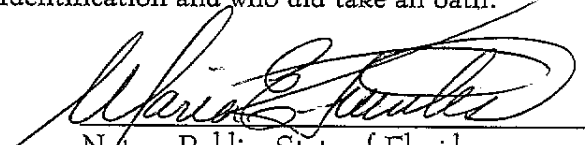
CARMEN SERRANO

President/Secretary & Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11 day of December, 1998, by CARMEN SERRANO, who are personally known to me or who have produced Personally known, as Identification and who did take an oath.

My Commission Expires:


Notary Public, State of Florida.

 MARIA E. FUENTES
COMMISSION # CC 497479
EXPIRES NOV 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.