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November 29, 2000

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Division of Corporations
Amendment Filing Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: QHC Corp.

Gentlemen/Ladies:

Enclosed herewith please find the original and a copy of Amended Articles of Incorporation for the above-referenced corporation, a check in the amount of thirty-five (\$35.00) dollars for the filing fee, along with a stamped, self-addressed envelope for return of the copy to this office.

Very truly yours,


Samuel J. Cantor

SJC:jac
Enclosures

FILED
00 DEC -4 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T BROWN DEC - 7 2000

AMENDED ARTICLES OF INCORPORATION

of

QHC, CORP.

FILED
00 DEC -4 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1001 to the Florida General Corporation Act, the undersigned Corporation adopts the Article of Amendments to its Articles of Incorporation.

1. The name of the corporation is QHC, CORP.
2. The following amendment to the Articles of Incorporation was unanimously adopted by Shareholders and the Directors owning one hundred (100%) percent of the issued and outstanding stock of the Corporation at a special meeting of the Shareholders and Directors held on November 28, 2000 in a manner prescribed by the Florida General Corporation Act, Section 607.1003.

A. ARTICLE I is hereby deleted and there shall be substituted therefore the following:

ARTICLE I

The name of this corporation shall be QUALITY HOME CARE CORP.

3. Except as modified herein the Articles of Incorporation of the above-named corporation remain in full force and effect.

QUALITY HOME CARE CORP.

By: Jennifer Halikman, PRESIDENT
Jennifer Halikman, President

ATTEST: Steven G. Rose, Secretary
Steven G. Rose, Secy.