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KEITH T. GRUMER
MICHAEL D. LEVIN
ROWENA D. REICH

AVENTURA OFFICE
BY APPOINTMENT:

20801 BISCAYNE BOULEVARD
SUITE 420
AVENTURA, FLORIDA 33180

May 28, 1998

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

Re: Blarney Management Company

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-06/01/98--01095--002
****122.50 ****122.50

Dear Sir or Madam:

Enclosed with this letter is an original and one copy of the Amended Articles of Incorporation for Blarney Management Company to be filed with the Division of Corporations, together with the check representing the filing fee of \$122.50.

Please stamp/certify the copy of the Amended Articles and return it to this office in the enclosed self addressed stamped envelope.

Thank you for your courtesy and cooperation to this matter. Should you have any further questions or comments, please do not hesitate to contact me. I remain,

Sincerely yours,

KEITH T. GRUMER

KTG:kag

Enclosures: Amended Articles of Incorporation,
Check, Envelope

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN -1 PM 2:49

APPROVED
AND
FILED

576908
6-1-98

Amended Articles of Incorporation

* Cert Copy

**AMENDED ARTICLES OF INCORPORATION
OF
BLARNEY MANAGEMENT COMPANY**

A Florida Corporation

Pursuant to Florida Statute 607.1001, the Articles of Incorporation for Blarney Management company, Florida corporation are hereby amended as follows, and the undersigned, sole Director and sole Shareholder of a corporation under the Florida General Corporation Act, adopts the following Amended Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is:

BLARNEY MANAGEMENT COMPANY

A Florida Corporation

**ARTICLE II
CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS**

Blarney Management Company, a Florida corporation shall have its corporate office at 3075 West Oakland Park Boulevard, Fort Lauderdale, Florida 33311 and the same address shall serve as its mailing address.

**ARTICLE III
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time two series of common stock, known as Class A common stock and Class B. Both Class A common stock and Class B common stock shall have a par value of \$.01 per share. The consideration to be paid for each share of stock, whether Class A common stock or Class B common stock shall be fixed by the

Board of Directors.

The Class A common stock shall be for the sole benefit of the business operations from the Staff Builders Franchise Agreement and the Medicare Home Health Care Operations of the corporation, and these operations shall be separate from any other operations of the corporation. Certificates representing all of the Class A common stock now or hereafter owned by the stockholders shall have endorsed across the face or back thereof the following legend:

"The shares of Class A common stock represented by this certificate are to participate solely in the Staff Builders Franchise Agreement and the Medicare Home Health Care operations of the corporation".

The Class B common stock shall be for the sole benefit of the business operations of any private placement health care operations, and any other activity or business permitted under the laws of the United States and the State of Florida conducted by the corporation. Certificates representing all of the Class B common stock now or hereafter owned by the stockholders shall have endorsed across the face or back thereof the following legend:

"The shares of Class B common stock represented by this certificate are to participate solely in the private placement health care operations, and any other activity or business permitted under the laws of the United States and the State of Florida conducted by the corporation".

Each class of stock shall maintain separate books and records, shall separate as if a separate entity and the assets of each class shall not be commingled.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights as to their class of stock. No preemptive rights are extended across or between classes.

ARTICLE VI EXISTENCE

The Corporation shall have a perpetual existence, unless sooner dissolved according to the law.

**ARTICLE VII
REGISTERED AGENT AND REGISTERED OFFICE**

The Corporation's Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: KEITH T. GRUMER

REGISTERED OFFICE: One East Broward Boulevard, Suite 1705
Fort Lauderdale, Florida 33301

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Registered Agent to accept service of process on behalf of the Corporation at the Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



KEITH T. GRUMER,
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE VIII
BOARD OF DIRECTORS**

The number of Directors constituting the Board of Directors of the Corporation is one. The number of Directors may be increased or decreased from time to time, by the By-Laws adopted by the Shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE IX
DIRECTORS**

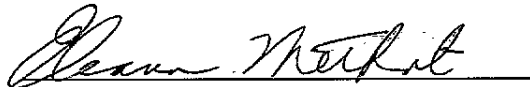
The name and address of the member(s) of the Board of Directors are:

ELEANOR METHOT
3075 West Oakland Park Boulevard
Fort Lauderdale, Florida 33311

**ARTICLE X
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Amended Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the Eleanor Methot, as sole Director and sole Shareholder of Blarney Management Company, Florida corporation, have executed these Amended Articles of Incorporation this 21 day of May, 1998.



ELEANOR METHOT
Sole Director and Sole Shareholder

STATE OF FLORIDA:

:SS

COUNTY OF BROWARD:

BEFORE ME, the undersigned authority, an Officer duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared ELEANOR METHOT to me known to be the person described in and who executed the foregoing Amended Articles of Incorporation, and she duly acknowledged to me that she executed the same for the purposes therein expressed.

 WITNESS my hand and Official Seal in Broward County, Florida this 21 day of May, 1998.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



**UNANIMOUS CONSENT RESOLUTION
OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF
BLARNEY MANAGEMENT COMPANY**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned, being all of the directors and all of the shareholders of BLARNEY MANAGEMENT COMPANY, a Florida corporation (The "Corporation"), hereby adopt, consent to and authorize the following actions by unanimous written consent in lieu of a meeting:

RESOLVED, that the corporation's Articles of Incorporation shall be amended in their entirety so as to provide the creation of two classes of stock: Class A common stock, which will solely obtain the benefit from the Staff Builders Franchise Agreement and the Medicare Home Health Care operations of the corporation; Class B common stock, which will solely obtain the benefit from the private placement health care operations and other activities or business permitted under the laws of the U.S. and the laws of the State of Florida. Each of the Class A common stock and the Class B common stock shall have one thousand (1,000) authorized shares, with one \$.01 par value.

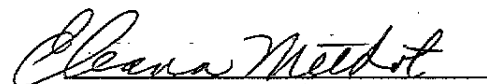
Each class of stock shall maintain separate books and records, shall separate as if a separate entity and the assets of each class shall not be commingled.

DATED: May 21, 1998

DIRECTOR(S):


ELEANOR METHOT

SHAREHOLDER(S):


ELEANOR METHOT

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

BLARNEY MANAGEMENT COMPANY, a Florida corporation, under the corporate seal and the hands of its President and Secretary, ELEANOR METHOT, hereby certifies that:

I.

The Sole Director and the Sole Stockholder of BLARNEY MANAGEMENT COMPANY adopted, consented to, and authorized the following action by unanimous written consent of the directors and shareholders in lieu of a meeting:

The Articles of Incorporation of Blarney Management Company, a Florida corporation, are to be amended in their entirety.

That said written consent in lieu of a meeting created two classes of common stock, specifically Class A common stock and Class B common stock, with each class having one thousand (1,000) authorized shares, with the Class A common stock being for the sole benefit of the Staff Builders Franchise Agreement and the Medicare Home Health Care operations of the corporation, and the creation of a Class B common stock being for the sole benefit of the private placement health care operations and other activities or business permitted under the laws of the U.S. and the laws of the State of Florida. Each class of stock shall maintain separate books and records, shall separate as if a separate entity and the assets of each class shall not be commingled.

II.

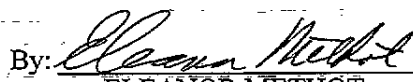
In the written consent by the directors and stockholders of the corporation, the changes resulting in the amendment of the Articles of Incorporation were duly adopted by said written consent of the Sole Stockholder and the Sole Director.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed in its name by its President and attested by its Secretary under corporate seal, effective this 21 day of May, 1998.

ATTEST:

BLARNEY MANAGEMENT COMPANY


ELEANOR METHOT,
Secretary

By: 
ELEANOR METHOT
President