

V64441

LAW OFFICES
BAKER, DONELSON, BEARMAN & CALDWELL

A PROFESSIONAL CORPORATION

FIRST TENNESSEE BUILDING

165 MADISON AVENUE

SUITE 2000

MEMPHIS, TENNESSEE 38103

(901) 526-2000

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(901) 577-2303

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NASHVILLE
CHATTANOOGA
KNOXVILLE
JOHNSON CITY
HUNTSVILLE

MISSISSIPPI

JACKSON

WASHINGTON, D.C.

TERESA WARD VACCARO
Direct Dial: (901) 577-2126

June 3, 1997

State of Florida
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

RE: Clearwater Ocucenter, Inc.
Florida Registration Number V6441

600002206276--8
-06/09/97--01155--005
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find Articles of Amendment of Clearwater Ocucenter, Inc., whereby the company is changing its name to Omega Health Systems of Tampa Bay, Inc. Also enclosed is a copy of the Action by Written Consent of the Board of Directors and Shareholders of Clearwater Ocucenter, Inc. approving the name change amendment.

Our firm's check in the amount of \$35.00 is enclosed for the costs of filing the Articles of Amendment. Please forward a copy of the filed and approved Articles to me in the envelope provided.

Thank you for your assistance in this regard.

Very truly yours,

Teresa Ward Vaccaro

Teresa Ward Vaccaro
Legal Assistant

Enclosures

cc: Robert Walker

MAW274641.1
782275-016 06/03/97

N/c

FILED
JUN -9 AM 10:56
TALLAHASSEE, FLORIDA

bm 6/16/97

ARTICLES OF AMENDMENT

OF

CLEARWATER OCUCENTER, INC.

**(BY VOTE OF SHAREHOLDERS, OR BY INCORPORATORS, OR THE BOARD
OF DIRECTORS WITHOUT SHAREHOLDER ACTION)**

**PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE
UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.**

FIRST: THE NAME OF THE CORPORATION IS Clearwater Ocucenter, Inc.

**SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED
BY CHANGING THE ARTICLE NUMBERED " 1 " SO THAT, AS AMENDED, SAID ARTICLE
SHALL READ AS FOLLOWS:**

1. The name of the corporation is Omega Health Systems of Tampa Bay, Inc.

***THIRD: A) THE AMENDMENT(S) PROVIDE(S) FOR (CHOOSE ALL THAT APPLY): (AN
EXCHANGE, RECLASSIFICATION, OR CANCELLATION) OF ISSUED SHARES.**

**B) PROVISIONS FOR IMPLEMENTING THE AMENDMENT(S), NOT CONTAINED IN THE
AMENDMENT(S) ITSELF (THEMSELVES), ARE AS FOLLOWS:**

FILED
97 JUN -9 AM 10:56
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

FOURTH: THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORA-

ADOPTED BY THE INCORPORATORS AND SHAREHOLDER ACTION WAS NOT REQUIRED.

••FIFTH: PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENT(S) WAS (WERE) ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

••FIFTH: A) THE AMENDMENT(S) WAS (WERE) APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) BY THE SHAREHOLDERS WAS SUFFICIENT FOR APPROVAL. *AND B) TWO OR MORE DESIGNATED VOTING GROUPS WERE ENTITLED TO VOTE ON THE AMENDMENT(S) AS FOLLOWS:

<u>VOTING GROUP DESIGNATION</u>			
	NO. OF SHARES ENTITLED TO VOTE	NO. OF SHARES VOTED IN FAVOR	NO. OF SHARES VOTED AGAINST
<u>CLASS</u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) BY THE SHAREHOLDERS IN EACH VOTING GROUP WAS SUFFICIENT FOR APPROVAL BY THAT VOTING GROUP.

SIGNED THIS 29th DAY OF May, 1997

Clearwater Ocucenter, Inc.

(NAME OF CORPORATION)

BY

Thomas P. Lewis

*** (CHAIRMAN, VICE CHAIRMAN, PRESIDENT OR OTHER OFFICER)

Thomas P. Lewis

NAME

President

TITLE

**ACTION BY WRITTEN CONSENT OF THE
BOARD OF DIRECTORS AND SHAREHOLDER OF
CLEARWATER OCUCENTER, INC.**

97 JUN -9 AM 10:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all directors and the sole shareholder of CLEARWATER OCUCENTER, INC., acting in accordance with Section 607-1006 of the Florida Business Corporation Act and the bylaws of the corporation, hereby adopt the following resolutions:

RESOLVED, that the Charter of this Corporation be amended so as to change its name to "OMEGA HEALTH SYSTEMS OF TAMPA BAY, INC."

BE IT FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to take such actions and execute such documents as are necessary or appropriate to carry out the purposes of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of the 9th day of May, 1997.

OMEGA HEATH SYSTEMS, INC..
Sole Shareholder

BY: Thomas P. Lewis
Thomas P. Lewis, President

Thomas P. Lewis
THOMAS P. LEWIS, Director

Ronald L. Edmonds
RONALD L. EDMONDS, Director