| ARTICLES OF AMENDMENT   |   |                    |                |  |
|---|---|--------------------|----------------|--|
| To the Secretary of State of the State of Idaho Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its articles of incorporation as follows:  OCULD INDICATE AND STATE OF IDAHO  OCULD INDICATE AND STATE OF IDAHO |   |                    |                |  |
| 1.  | The name of the corporat  | ion is: COUN       | NTRYSIDE       | HOME:CARE, INC.  |
| 2.  | The text of each amendm   | ent is as follows: |                |  |
| ·   | ARTICLE I. MEETING RESOLVED: Section 1. Annual Meeting. That the Annual Meeting of the Shareholders of this Corporation shall be held on December 31st each year or at such other time and place designated by the Board of Directors of the Corporation. |                    |                |  |
|   | RESOLVED: Section 3. Place. That the meetings of shareholders shall be held at 502 Lena Street Apt the principle place of doiong business of the Corporation.   |                    |                |  |
|   | ARTICLE III. OFFICERS RESOLVED: Section 1. Officers. The Officers of the Corporation shall consist of a President, one (1) Vice-President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors.                              |                    |                |  |
|   | RESOLVED: STATEMENT OF CHANGE OF REGISTERED OFFICE will be signed by new registere agent, John Grover, Chairman, and submitted to the Secretary of State.   |                    |                |  |
| 3.  | The date of adoption of the amendment(s) was:   |                    |                |  |
| 4.  | Manner of adoption (check one):   |                    |                |  |
| The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, Idaho Code, and was, therefore, adopted by the board of directors.   |   |                    |                |  |
|   | The number of shares outstanding and entitled to vote was   |                    |                |  |
|   | The number of shares cast for and against each amendment was:   |                    |                |  |
|   | Amended article   | Shares for         | Shares against |  |
|   | Article 1. Meeting<br>Article II Officers   | 10<br>10           | 0              | Customer Acct #:  (if using pre-paid account)  |
| Dat   | Januarary 3, 2000   | · 1                |                | 01/14/2000 69:00<br>CK: 1007 CT: 123744 BH: 281636<br>1 0 30.00 = 30.00 AMEND PROF # 2 |

Secretary

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