

**ARTICLES OF AMENDMENT OF  
HOMELAND ELDER CARE, INC.**

**KNOW ALL MEN BY THESE PRESENT:** I, the undersigned, Alma D. Gulsby, Cynthia Jo Gulsby and Douglas Scott Gulsby being all of the Directors and Shareholders of said Corporation, do hereby declare that on Saturday, October 15, 1994, the Directors and Shareholders of Homeland Elder Care, Inc., did by unanimous vote, adopt an amendment to the Certificate of Incorporation of the said Corporation as follows:

"The purposes for which the corporation is organized are to engage in the purposes of owning and operating an Elder Care facility; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act."

RESOLVED, that the purpose of the said Corporation which is hereby amended to be:

"The purposes for which the corporation is organized are to engage owning and operating an Elder Care facility and owning and operating a restaurant and lounge; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act."

04/30/1996-14043  
12:42 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 NCD 35.00

Inst # 1996-14043

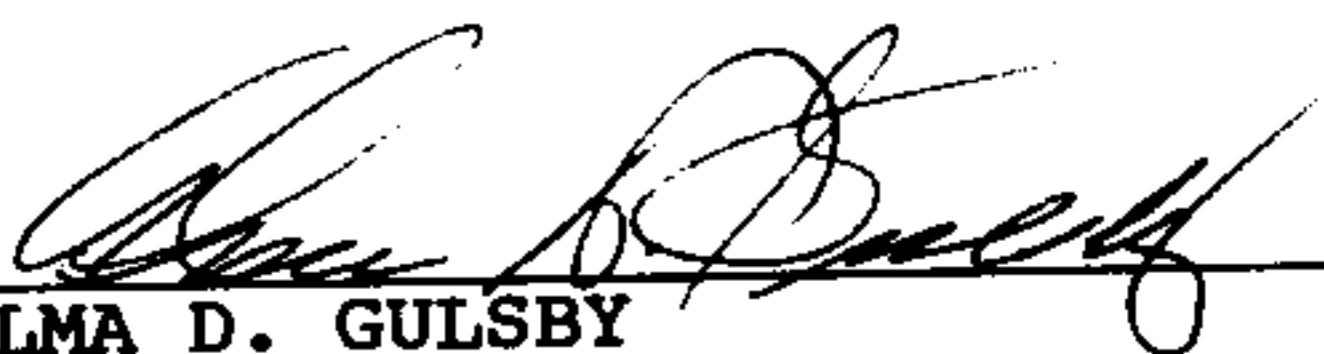
*Kramer*

The foregoing further declare that on JULY 31, 1995, the Directors and Shareholders of HOMELAND ELDER CARE, INC., did by unanimous vote, adopt an amendment to the Certificate of Incorporation of the said Corporation as follows: RESOLVED, that the name of the said Corporation which is now:

HOMELAND ELDER CARE, INC.

is hereby amended to be:

ALABAMA LIVING, INC.

  
ALMA D. GULSBY  
President

STATE OF ALABAMA)  
COUNTY OF SHELBY)

I, the undersigned Notary Public, do hereby certify that on this 12 day of April, 1996, personally appeared before me, Alma D. Gulsby, who being first duly sworn, declared to the undersigned that she signed the foregoing Articles of Amendment of Homeland Elder Care, Inc., and that the contents of said Articles of Amendment are true and correct.

  
Notary Public  
My Commission Expires: 12/15/97

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Alabama Living, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James Kramer, PO Box 1012, Alabaster, AL 35007 for a period of one hundred twenty days beginning February 6, 1996 and expiring June 6, 1996.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 6, 1996

Date



Jim Bennett

Secretary of State



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