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October 22, 1999

UPS Overnight

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*****52.50 *****52.50

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Certificate of Amendment of Application For Registration
Melbourne Healthcare Associates, Ltd. (L.P.)

Ladies & Gentlemen:

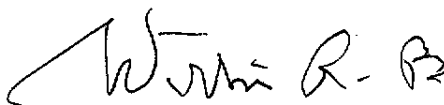
I have enclosed for filing a Certificate of Amendment of the Application For Registration of the above-referenced Georgia limited partnership as a foreign limited partnership in Florida. This amendment reflects the substitution of general partners of the partnership.

I have enclosed a check in the amount of \$52.50 to cover the filing fee.

Please return the evidence of filing to me at the address noted above. In the meantime, if you have any questions regarding this, please call me collect at the number noted above.

Thank you for your assistance.

Yours very truly,


William R. Bassett

WRB/kh
Enclosures

Kathleen
Hurley

FILED
99 OCT 25 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/29

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF
MELBOURNE HEALTHCARE ASSOCIATES, LTD. (L.P.)**

Pursuant to the provisions of Section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is hereby amended to state that SAK, JR., L.L.C., a Georgia limited liability company, and SBK, L.L.C., a Georgia limited liability company doing business in Florida as SBK of Georgia, L.L.C., have been admitted as substitute general partners of the limited partnership, and Stiles A. Kellett, Jr. and Samuel B. Kellett have withdrawn as general partners of the partnership. Therefore, the Application for Registration is hereby amended to read as follows:

(1) The name of the limited partnership in the State of Georgia is Melbourne Healthcare Associates, Ltd. (L.P.). The name adopted for doing business in Florida is Melbourne Healthcare Associates, Ltd. (L.P.).

(2) The limited partnership was formed in the State of Georgia on April 28, 1987. On September 6, 1988 the limited partnership elected to be governed by the Revised Uniform Limited Partnership Act of Georgia. The limited partnership was authorized to transact business in Florida on June 1, 1987 and assigned document number A24604.

(3) The name and address of the limited partnership's agent for service of process is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

(4) The Secretary of State is appointed the agent of the limited partnership for service of process if its agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence.

(5) The address of the principal office of the limited partnership in Georgia is 1935 Garraux Road, Atlanta, Georgia 30327.

(6) The name and business address of each of the general partners is as follows:

199-515

SBK of Georgia, L.L.C.
1935 Garraux Road
Atlanta, GA 30327

199-490

SAK, JR., L.L.C.
200 Galleria Parkway, Suite 1800
Atlanta, GA 30339

(7) The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions is 1935 Garraux Road, Atlanta, Georgia 30327. The limited partnership will keep such records at such address until its partnership registration in Florida is canceled or withdrawn.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(8) The mailing address of the limited partnership is 1935 Garraux Road, Atlanta, Georgia 30327.

Under penalties of perjury we, being duly sworn, declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 18th day of October, 1999.

WITHDRAWING GENERAL
PARTNERS:

[Signature]
Samuel B. Kellett

SUBSTITUTE GENERAL
PARTNERS:

SAK, JR., L.L.C., a Georgia limited
liability company

[Signature]
Stiles A. Kellett, Jr.

By: [Signature]
Stiles A. Kellett, Jr., its sole member

SBK of Georgia, L.L.C., a Georgia limited
liability company

By: [Signature]
Samuel B. Kellett, its sole member

FILED
OCT 25 PM 12:04
CLERK OF SUPERIOR COURT
TALLAHASSEE FLORIDA

STATE OF GEORGIA
COUNTY OF COBB

On this 18th day of October, 1999, the foregoing persons, who are personally known to me, personally appeared before me, and after being duly sworn, stated that the foregoing facts are true and correct.

[Signature]
(Notary Public Signature)

Belinda Bosely Stone
(Notary's Printed Name)

[SEAL]
Notary Public, Cobb County, Georgia
My Commission Expires May 10, 2002
My Commission expires: _____