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BROOKS SKILLED NURSING FACILITY A, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BROOKS SKILLED NURSING FACILITY A, INC.

2011 MAY 23 PM 2:49
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Pursuant to the provisions of Section 617.1002, Florida Statutes, **BROOKS SKILLED NURSING FACILITY A, INC.**, a Florida not for profit corporation (the "Corporation"), adopts the following articles of amendment to its articles of incorporation:

1. Subsection (a) to Article II of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"(a) The Corporation is organized exclusively for charitable, scientific, medical and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the Corporation is to provide medical and other care including, without limitation, by owning, operating, and managing long-term care facilities that provide skilled nursing care, custodial and non-skilled care and assisted living services."

2. The date of the adoption of the amendment was May 23, 2011.

3. The amendment was adopted by the Board of Directors following the approval of Brooks Skilled Nursing, Inc., the sole Member of the Corporation.

IN WITNESS WHEREOF, the undersigned officer of Brooks Skilled Nursing Facility A, Inc. hereby certifies that these Articles of Amendment were adopted by the Corporation effective as of May 23, 2011.

**BROOKS SKILLED NURSING
FACILITY A, INC.**

By: Michael Spigel
Name: Michael Spigel
Title: President