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May 27, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/01/99 --01055--003
****210.00 *****35.00

Re: LCA DEVELOPMENT II, INC.
HIGHLAND POINTE, INC.
MERCY DRIVE REHAB, INC.
WATERFORD POINTE APARTMENTS, INC.
PROVIDENCE RESERVE II, INC.
WASHINGTON SHORES REHAB, INC.

FILE NO. 17399-0013
FILE NO. 17399-0015
FILE NO. 17399-0035
FILE NO. 17399-0033
FILE NO. 17399-0034
FILE NO. 17399-0036

Dear Sir or Madam:

Enclosed for filing with the Florida Department of State is an original and one (1) copy of Articles of Amendment to the Articles of Incorporation of each of the above referenced entities (the "Corporations"), along with our client's check in the amount of \$2105.00 representing the filing fee for all amendments. Please file the original Articles of Amendment and return the enclosed copy to me stamped "filed" via regular mail.

Please acknowledge receipt of the enclosed documents by date stamping and returning the enclosed duplicate copy of this letter.

If you have any questions or comments regarding the enclosed, please contact me. Thank you in advance for your assistance in this matter.

Very truly yours,

BROAD AND CASSEL

Janice C. Myers, Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jcm
Enclosure

Handwritten notes:
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Amend
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JCM

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
WATERFORD POINTE APARTMENTS, INC.**

The undersigned, as Vice President of WATERFORD POINTE APARTMENTS, INC., a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act (the "ACT"), states as follows:

1. The current name of the Corporation is WATERFORD POINTE APARTMENTS, INC.

2. The date of the filing of the original Articles of Incorporation of the Corporation was November 2, 1998.

3. The Articles of Incorporation of the Corporation are amended by deleting Article VI entitled "Initial Board of Directors" in its entirety and inserting the following section in its place and stead:

ARTICLE VI - MANAGEMENT

The Corporation shall not have a board of directors. The business affairs of the Corporation shall be managed and regulated by Corporation's shareholders.

4. The Articles of Incorporation of the Corporation are amended by deleting Article VII entitled "Indemnification" in its entirety and inserting the following section in its place and stead:

ARTICLE VII - INDEMNIFICATION

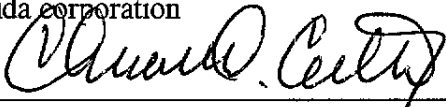
Each shareholder (in his or her management capacity) and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been an officer of the corporation or shareholder of the corporation who exercised management authority, whether or not wholly owned or by reason of any act or omission to act as such shareholder or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any shareholder or officer may be entitled as a matter of law. Shareholders acting in their management capacity shall be entitled to any right of indemnification available to directors as a matter of law.

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ALLAHASSEE
FLORIDA

5. The amendment to the Articles of Incorporation of the Corporation was approved by a Shareholders' Action by Written Consent in Lieu of Special Meeting dated as of _____
May 4, 1999.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 22 day
of February, 1999.

WATERFORD POINTE APARTMENTS, INC.,
a Florida corporation

By: 
Charles S. Carlton, Vice President