

732320



ACCOUNT NO. : 072100000032
REFERENCE : 190967 4329479
AUTHORIZATION : Patricia Pujut
COST LIMIT : \$ 43.75

ORDER DATE : April 1, 1999
ORDER TIME : 1:21 PM
ORDER NO. : 190967-005
CUSTOMER NO: 4329479

500002827335--2

CUSTOMER: Alexandra Jensen, Legal Asst
Baker & Hostetler
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC AMENDMENT FILING

NAME: BEF, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
99 APR -1 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR -1 PM 3: 09



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 1, 1999

CSC
JANNA WILSON
TALLAHASSEE, FL

SUBJECT: BEF, INC.
Ref. Number: 732320

We have received your document for BEF, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 899A00016693

RESUBMIT

Please give original
submission date as file date

RECEIVED
99 APR -7 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 7, 1999

CSC
JANNA WILSON
TALLAHASSEE, FL

SUBJECT: BEF, INC.
Ref. Number: 732320

We have received your document for BEF, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please do not remove registered agent acceptance.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 499A00017635

RESUBMIT
Please give original
submission date as file date
DIVISION OF CORPORATIONS
99 APR -7 PM 4:11
RECEIVED

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
BEF, INC.

FILED
99 APR -1 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gerald McHale, the President of BEF, Inc. (the "Corporation"), in accordance with Florida Statute §§ 617.1002 and 617.1007, certifies that the amendment and restatement of the Articles of Incorporation of BEF, Inc. containing amendments requiring member approval that were approved by written consent of OC Two, Inc., the sole member, and all of the members of the Board of Directors on October 14, 1998 and March 30, 1999, constitutes a sufficient number of votes to approve the amendments.

BEF, Inc.'s amended and restated Articles of Incorporation shall read in their entirety as follows:

ARTICLE I

Name

The name of this not for profit Corporation is: BEF, INC.

ARTICLE II

Term

This Corporation was formed on April 1, 1975, having perpetual existence unless terminated by due process of law.

ARTICLE III

Principal Office

The office of the Corporation is to be located at 420 Bay Street, Clearwater, Florida.

ARTICLE IV

Purpose

Section 1. This Corporation is organized exclusively for charitable, religious, education and the scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as amended ("IRC"), and to that end to own, construct, maintain and operate a skilled nursing facility including food and medical facilities for the maintenance, care and treatment of the residents of said skilled nursing facility, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. The Corporation is further organized to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under the Florida Not For Profit Corporation Law.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except from Federal income tax under section 501(c)(3) of the IRC or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC.

ARTICLE V

Member

The membership of this Corporation shall be OC Two, Inc., a Texas corporation. There shall be no other members admitted into the membership.

ARTICLE VI

Board of Directors

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have at least three (3) Directors, which may be increased from time to time as provided by the Bylaws of this Corporation but shall never be less than three.

Section 2. The Board of Directors shall be elected by OC Two, Inc.

Section 3. The Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.

ARTICLE VII

Bylaws

Section 1. The Board of Directors of this Corporation shall provide and adopt such Bylaws, subject to the approval of OC Two, Inc., for the conduct of the business of this Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time.

Section 2. The Bylaws of this Corporation may be amended, altered or rescinded by either OC Two, Inc. or a majority vote of the then duly elected and serving Directors of this Corporation present at any regular or duly called special meeting for that purpose. Any amendment to the Bylaws shall not be effective until approved by OC Two, Inc.

ARTICLE VIII

Amendments

These Articles of Incorporation may be amended by either the member of the Corporation or a two-thirds (2/3) percentage vote of the members of the Board of Directors of this Corporation at a regular meeting or at a duly called special meeting upon notice given, as provided by the Bylaws. Any amendment to the Articles of Incorporation shall not be effective until approved by the member.

ARTICLE IX

Dissolution

In the event of the dissolution of the Corporation which can only occur after the approval of OC Two, Inc., the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the IRC, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Registered Agent

The registered office of the Corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the registered agent at that address shall be Corporation Service Company.

IN WITNESS WHEREOF, the undersigned President has been duly authorized to execute and submit these Amended and Restated Articles of Incorporation, in accordance with Florida Statute §617.1007, this 7th day of March, 1999.


Gerald McHale, President

I hereby accept and am familiar with the duties of being Registered Agent.


Karen B. Rozar, As its agent

TPA2-434255.4