

A 030000000174

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

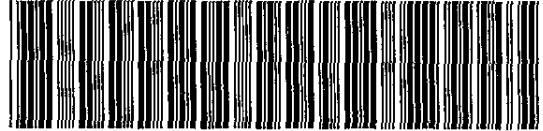
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 210109 4340882

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE : February 17, 2005

ORDER TIME : 10:56 AM

ORDER NO. : 210109-010

CUSTOMER NO: 4340882

CUSTOMER: Ms. Tina Brooks
Greenebaum Doll & McDonald
3500 National City Tower
101 South Fifth Street
Louisville, KY 40202

52.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOMESTIC AMENDMENT FILING

NAME: F.I.G. CAPITAL OF HIALEAH,
LLLP

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
F.I.G. CAPITAL OF HIALEAH, LLLP**

FILED
05 FEB 17 PM 5:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in accordance with the provisions of Section 620.109 of the Florida Uniform Limited Partnerships Act, and desiring to amend and restate the Certificate of Limited Partnership of **F.I.G. CAPITAL OF HIALEAH, LLLP**, a Florida limited partnership ("Limited Partnership"), which filed its original Certificate of Limited Partnership on February 4, 2003, and its Statement of Qualification for Florida Limited Liability Limited Partnership on March 8, 2004, hereby states the following:

1. The name of the Limited Partnership is F.I.G. Capital of Hialeah, LLLP.

2. The business address of the Limited Partnership is:

3501 S.W. 160th Avenue
Miramar, Florida 33027

3. The name of the registered agent for the Limited Partnership is:

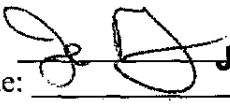
Corporation Service Company

4. The Florida street address of the registered agent for the Limited Partnership is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above-stated Limited Partnership at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 620, F.S.

Corporation Service Company

By:  **Joanne Reynolds**
Title: as its agent

5. The mailing address of the Limited Partnership is:

3501 S.W. 160th Avenue
Miramar, Florida 33027

6. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2063.

7. The name and street address of the general partner of the Limited Partnership are:

CarePlus Real Estate Holdings, LLC
55 Alhambra Circle, Suite 500
Coral Gables, Florida 33134

L0400013270

Under penalties of perjury, the undersigned declares to have read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been duly executed by the General Partner of the Limited Partnership this 17 day of February, 2005.

CAREPLUS REAL ESTATE HOLDINGS, LLC, General Partner

By: CarePlus Management, LLC, Manager

By: 

Title: SVP

Thomas J. Liston, SVP

The foregoing instrument
was prepared by:



Brett S. Gumlaw
Greenebaum Doll & McDonald PLLC
3500 National City Tower
101 South Fifth Street
Louisville, Kentucky 40202
(502) 587-3685