

OCT. 14. 2008. 1:41PM
Division of Corporations

GASSMAN BATES & ASSOCIATES

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JT/588

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
SHADY PALMS RETIREMENT HOMES, INC.

Certificate of Status	0
Certified Copy	0
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GASSMAN, BATES&ASSOC.

NO. 6301 P. 2
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**ARTICLES OF AMENDMENT OF
SHADY PALMS RETIREMENT HOMES, INC.**

THE UNDERSIGNED, CHARLES D. BENNETT, JR. and BIRDELL H. BENNETT, being the President and Secretary of SHADY PALMS RETIREMENT HOMES, INC., a Florida corporation (the "Corporation"), does hereby certify that the following Amendment to the Articles of Incorporation of the Corporation was approved by the Stockholders of said Corporation on the 12th day of September, 2008, at a duly called meeting of the Stockholders and Directors of the Corporation.

The Articles of Incorporation of SHADY PALMS RETIREMENT HOMES, INC. are hereby amended as follows:

1. The Article regarding the Capital Stock of the Corporation is deleted and the following is inserted in lieu thereof:

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock, of which two (2) shares shall be voting and ninety-eight (98) shares shall be non-voting, all having a par value of \$1.00 per share. The 400 shares of authorized but unissued stock of the Corporation are thereby herein eliminated.

2. All amendments included herein were adopted Sept. 12, 2008, pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by the consent of the Shareholders of the Corporation who are entitled to vote the 12 day of September, 2008.

4. This Amendment shall be effective upon the earlier of its filing with the Secretary of State, State of Florida, or December 31, 2008.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750

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GASSMAN, BATES & ASSOC.

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IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 10th day of September, 2008.

SHADY PALMS RETIREMENT HOMES,
INC.

By: Charles D. Bennett, Jr.
CHARLES D. BENNETT, JR. President

ATTEST:

By: Birdell H. Bennett
BIRDELL H. BENNETT, Secretary

STATE OF FLORIDA)
COUNTY OF Hillsborough)

ON THIS 10th day of September, 2008, before me Judith P. Burnett (name of notary) the undersigned notary, personally appeared CHARLES D. BENNETT, JR., known to me, or who produced licenses as identification, and who did take an oath to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

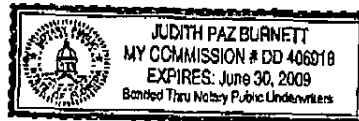
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

My Commission Expires:

Judith P. Burnett
Notary Public

J:\B\Bennett, Charles\Recapitalization\Articles of Amendment.1b.frm
jas 7/30/08

Alan S. Gassman, Esquire
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