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05 AUG 31 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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05 AUG 31 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: TRACY SPEAR

DATE: 08/31/05

REF. #: 000204,41835

CORP. NAME: MAGDALENE CENTER OF TAMPA, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 514049 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MAGDALENE CENTER OF TAMPA, LLC**

FILED
05 AUG 31 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Magdalene Center of Tampa, LLC, a limited liability company organized and existing under and by virtue of the Laws of the State of Florida (the "Company"), pursuant to Section 608.411 of the Florida Limited Liability Company Act, does hereby certify that the Managers and Members of the Company have unanimously adopted resolutions setting forth these restated Articles of Organization, declaring the restatement advisable and in the Company's best interest. The restatement is as follows:

I. The Articles of Organization of this Company were filed with the Secretary of State of the State of Florida on January 16, 2001.

II. The Restated Articles of Organization are as follows:

**ARTICLE I
NAME**

The name of the limited liability company shall be:

MAGDALENE CENTER OF TAMPA, LLC

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the Limited Liability Company shall be perpetual.

**ARTICLE III
PURPOSES**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE IV
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address of the principal office in Florida for the limited liability company is 2908 Bay to Bay Blvd., Ste. 200, Tampa, Florida 33629.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's registered office in Florida is 2908 Bay to Bay Boulevard, Suite 200, Tampa, FL 33629, and the name of its registered agent is Arcis Investments, Inc. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VI
MANAGEMENT

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the members of the limited liability company. The names and current addresses of the members are as follows:

<u>Name</u>	<u>Address</u>
Office Properties of Tampa, LLC	2908 Bay to Bay Blvd., Ste. 200 Tampa, Florida 33629
Arcis Investments, Inc.	2908 Bay to Bay Blvd., Ste. 200 Tampa, Florida 33629

ARTICLE VII
RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the limited liability company upon approval by the members in accordance with the Operating Agreement. Contributions required of a new member shall be determined as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the operating agreement of the limited liability company.

ARTICLE VIII
ACKNOWLEDGMENT

The undersigned, being a member of the limited liability company, does hereby certify that the foregoing constitutes the Articles of Organization of MAGDALENE

CENTER OF TAMPA, LLC. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the operating agreement of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 29 day of August, 2005.

OFFICE PROPERTIES OF TAMPA, LLC

By: Arcis Investments, Inc., its Managing Member

By: 


Print Name: Bruce D. Burdge
President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MAGDALENE CENTER OF TAMPA, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 608.415, Florida Statutes.

Executed this 29 day of August, 2005.

ARCIS INVESTMENTS, INC.

By: 

Print Name: Bruce D. Burdge
President