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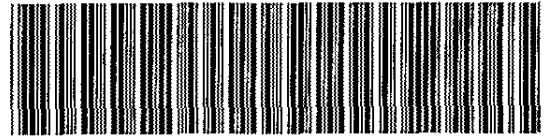
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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

J. BROWN APR 12 2004

JOHN H. RAINS III, P.A.
ATTORNEYS AT LAW

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JOHN H. RAINS III

MARY JO KUUSELA

March 31, 2004

Via Federal Express Tracking No. 7901 0452 2530

Department of State
Division of Corporations
Corporate Filings
409 East Gaines Street
Tallahassee, FL 32399

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

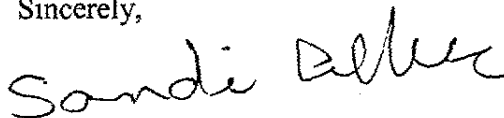
Re: Beauclerc Manor Health Care Associates, LLC

Dear Sir/Madam:

Enclosed is an original of executed Amended and Restated Articles of Organization for the above entity. Also enclosed is a check payable to Florida Department of State in the amount of \$25.00 for the filing fee.

Please contact the undersigned if there are any questions.

Sincerely,



Sandra S. Albee
Legal Assistant to
John H. Rains, III

Enc.

cc: Patrick Duplantis (w/enc.)

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BEAUCLERC MANOR HEALTH CARE ASSOCIATES, LLC**

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JULIUS CORPORATION
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is BEAUCLERC MANOR HEALTH CARE ASSOCIATES, LLC, a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing on July 30, 2001, the date of filing the Articles of Organization with the Florida Department of State, unless the Articles of Organization or the operating agreement of the Company provide otherwise.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and business that may be conducted by a limited liability company under the laws of Florida.

4. Principal Place of Business. The Company's principal place of business is 9355 San Jose Boulevard, Jacksonville, FL 32217.

5. Mailing Address. The Company's mailing address is 10210 Highland Manor Drive, Suite 250, Tampa, FL 33610.

6. Registered Agent and Office. The name of the registered agent of the Company is CT Corporation System. The street address of the registered agent of the Company is 1200 South Pine Island Road, Plantation, FL 33324.

7. Debts and Liabilities. No member of the Company will be liable for the debts and liabilities of the Company.

The undersigned executed these Amended Articles of Organization on the 31ST day of March, 2004.

EPSILON HEALTH CARE PROPERTIES, LLC

By: _____

Authorized Representative