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

501 East Kennedy Boulevard • Suite 750 • Tampa, Florida 33602-5257

(813) 221-2777 • Fax (813) 221-3737 • www.johnrains.com

JOHN H. RAINS III MARY JO KUUSELA

April 2, 2004

Via Federal Express Tracking No. 7905 9918 9747

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

Re: Palm Coast 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,
Soudi Dille

Sandra S. Albee Legal Assistant to

John H. Rains, III

Enc.

cc: Patrick Duplantis (w/enc.)

DIVISION TO CO WITH 55



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

April 16, 2004

SANDRA S. ALBEE 501 E. KENNEDY BLVD., STE. 750 TAMPA, FL 33602-5257

SUBJECT: PALM COAST HEALTH CARE ASSOCIATES, LLC

Ref. Number: L01000012597

We have received your document for PALM COAST HEALTH CARE ASSOCIATES, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

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) 245-6890.

Jason Merrick Document Specialist

Letter Number: 904A00025112

AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF PALM COAST HEALTH CARE ASSOCIATES, LLC

- 1. Name. The name of this limited liability company is PALM COAST HEALTH CARE ASSOCIATES, LLC, a Florida limited liability company (the "Company").
- 2. <u>Duration</u>. 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. <u>Purpose.</u> 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. <u>Principal Place of Business.</u> The Company's principal place of business is 3001 Palm Coast Parkway SE, Palm Coast, FL 32137.
- 5. <u>Mailing Address.</u> 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. <u>Debts and Liabilities.</u> 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 day of March, 2004, in accordance with §608.411, Florida Statutes.

EPSILON HEALTH CARE PROPERTIES, LLC

Bv:

Andaorized Representative