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June 7, 2002

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VIA UPS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Amended and Restated Articles of Organization

Dear Madam or Sir:

Enclosed please find the original and one copy of the Amended and Restated Articles of Organization for Horizon Senior Housing, LLC, now known as "Heron Senior Housing, L.L.C."

Please file these of record and provide us with a certified copy, and a certificate of status. Our firm's check in the amount of \$60 for the applicable fees is enclosed.

Your assistance in this matter is appreciated.

Very truly yours,

HOLLAND & KNIGHT LLP

By: 

L. James Dickson
Senior Counsel

Enclosures

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FILED
JUN 10 AM 9:40
DIVISION OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

HERON SENIOR HOUSING, L.L.C.

formerly known as

HORIZON SENIOR HOUSING, LLC

The name of the limited liability company (the "Company") has changed to "Heron Senior Housing, L.L.C." The date of filing of the Articles of Organization of the Company as Horizon Senior Housing, LLC was June 6, 2002, as document number L02000013967.

The Amended and Restated Articles of Organization of the Company shall read as follows:

Article I

The name of the limited liability company is: Heron Senior Housing, L.L.C.

Article II

The street address of the principal office of the limited liability company is:

c/o Heron House
3221 Fruitville Road
Sarasota, Florida 34237

Article III

The name and Florida street address of the registered agent is:

Richard O. Jacobs
200 Central Avenue, Suite 1600
St. Petersburg, Florida 33701

Article IV

The limited liability company is a manager managed company.

These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with section 608.411, Florida Statutes.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been executed.


Richard O. Jacobs

As authorized agent of a member.

SECRETARY OF STATE
TALAHASSEE, FLORIDA

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