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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

March 31, 2004

Via Federal Express Tracking No. 7901 0453 5004

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

Re: Beneva Lakes 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
BENEVA LAKES HEALTH CARE ASSOCIATES, LLC**

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

2. Duration. The Company shall have perpetual existence, commencing on February 3, 2003, 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 741 South Beneva Road, Sarasota, FL 34232.

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.

ALPHA HEALTH CARE PROPERTIES, LLC

By: 

Authorized Representative

TALLAHASSEE, FLORIDA

04 APR - 1 PM 3:30

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