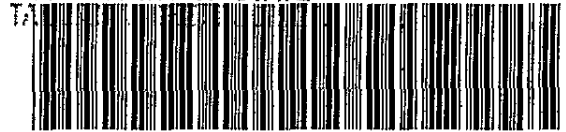


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SECRETARY OF STATE



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JOHN H. RAINS III, P.A.
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(813) 221-2777 • Fax (813) 221-3737 • www.johnrains.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN H. RAINS III
MARY JO KUUSELA

May 24, 2004

Via Federal Express Tracking No. 7918 4932 9405

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

Re: Catalina 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
CATALINA HEALTH CARE ASSOCIATES, LLC**

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

2. Duration. The Company shall have perpetual existence, commencing on January 15, 2004, the date of filing the Articles of Organization with the Florida Department of State, unless these 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 820 N. Clyde Morris Blvd., Daytona Beach, FL 32117.

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 initial registered agent of the Company is CT Corporation System. The street address of the initial 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 and Restated Articles of Organization on the 21st day of May, 2004, in accordance with §608.411, Florida Statutes.

ALPHA HEALTH CARE PROPERTIES, LLC
Member

By: 
Authorized Representative

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA