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ACCOUNT NO. : 072100000032

REFERENCE : 210109

AUTHORIZATION

COST LIMIT

ORDER DATE: February 17, 2005

ORDER TIME : 10:57 AM

ORDER NO. : 210109-015

CUSTOMER NO: 4340882

CUSTOMER: Ms. Tina Brooks

Greenebaum Doll & Mcdonald 3500 National City Tower 101 South Fifth Street Louisville, KY 40202

DOMESTIC AMENDMENT FILING

NAME:

CAREPLUS REAL ESTATE HOLDINGS,

LLC

EFFECTIVE DATE:

XX ___ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY ___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS:

AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF

CAREPLUS REAL ESTATE HOLDINGS, LLC

The undersigned, desiring to amend and restate the Articles of Organization of CarePlus Real Estate Holdings, LLC, a Florida limited liability company, which filed original Articles of Organization on February 18, 2004, under the Florida Limited Liability Company Act, hereby states the following:

- 1. The name of the limited liability company is CarePlus Real Estate Holdings, LLC ("Company").
- 2. The mailing address and street address of the principal office of the Company is:

3501 S.W. 160th Avenue Miramar, Florida 33027

3. The name and the street address of the registered agent for the Company is:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Corporation Service Company

By: Jeanine Reynolds
Title: as its agent

4. The limited liability company is to be managed by its member(s) and is, therefore, a member-managed limited liability company.

THOMAS J. LISTON

Authorized

Representative of a Member

The foregoing instrument was prepared by:

Brett S. Gumlaw

Greenebaum Doll & McDonald PLLC

3500 National City Tower

101 South Fifth Street

Louisville, Kentucky 40202

(502) 587-3685

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