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CARLTON FIELDS

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Division of Corporations

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EXAMINER

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
RSC OAKLEAF LEXINGTON, LLC**

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The undersigned, being the sole Member of RSC Oakleaf Lexington, LLC, a Florida limited liability company organized and existing under and by virtue of the Florida Limited Liability Company Act (the "Company"), does hereby certify:

1. The Articles of Organization of RSC Oakleaf Lexington, LLC, were filed on August 16, 2004 and assigned document number L04000060748;
2. Article II and Article VI of the Articles of Organization of the Company are hereby deleted in their entirety and amended to read as follows:

"ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is c/o Cornerstone Healthcare Plus REIT, Inc., 1920 Main Street, Suite 400, Irvine, California 92614.

ARTICLE VI - MANAGEMENT

The Company shall be managed in accordance with the limited liability company agreement adopted by the sole member for the management of the business and affairs of the Company."

3. The foregoing amendment was approved by the sole Member of the Company, in accordance with the Florida Limited Liability Company Act and the Company's Limited Liability Company Agreement, effective April 30, 2010.

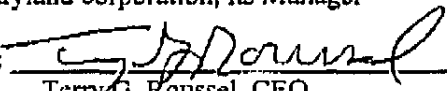
30th IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this
day of April, 2010.

Sole Member:

**ROYAL CORNERSTONE SOUTH CAROLINA
PORTFOLIO, LLC**, a Delaware limited liability
company

By: **CORNERSTONE OAKLEAF VILLAGE, LLC**,
a Delaware limited liability company, Managing
Member

By: Cornerstone Healthcare Plus REIT, Inc., a
Maryland corporation, its Manager

By: 
Terry G. Roussel, CEO