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THE OASIS AT WEST MELBOURNE, LLC

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Page Count	03
Estimated Charge	\$60.00

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
THE OASIS AT WEST MELBOURNE, LLC**

The undersigned hereby submits these Amended and Restated Articles of Organization (the "*Articles of Organization*") for The Oasis at West Melbourne, LLC, under the Florida Revised Limited Liability Company Act, Chapter 605, *Florida Statutes*. These Articles of Organization amend, restate and supersede in the entirety all previously filed articles and amendments thereto.

ARTICLE I - Name

The name of the limited liability company is The Oasis at West Melbourne, LLC (the "*Company*").

ARTICLE II - Address

The mailing and street address of the principal office of the Company is 247 North Westmonte Drive, Altamonte Springs, Florida 32714.

ARTICLE III - Duration

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of a written operating agreement of the Company, as the same may be amended from time to time (the "*Operating Agreement*").

ARTICLE IV - Management

The Company shall be manager-managed, elected as described in the Operating Agreement. The manager of the Company is The Oasis at West Melbourne GP, LLC, 247 North Westmonte Drive, Altamonte Springs, Florida 32714. Officers of the Company include the following:

NAME	CAPACITY
Edward L. Wernecke	Executive Vice President
Richard R. Haley	Executive Vice President

Unless a Statement of Denial has been filed by the Company, officers of the Company shall be authorized to legally bind the Company and such authority shall be in addition to the signatory authority granted to the officers and to the Manager under the Operating Agreement or otherwise by operation of law, and the signature of either the Manager or any designated officer shall be sufficient to bind the Company.

ARTICLE V - Admission of Additional Members

The Company shall admit new members only upon the unanimous written consent of all the then-existing member(s) of the Company.

ARTICLE VI - Adoption of Operating Agreement

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, *Fla. Stat.*

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ARTICLE VII - Registered Agent and Office

The name and Florida street address of the registered agent of the Company is CT Corporation System, at 1200 South Pine Island Road, Plantation, FL 33324.

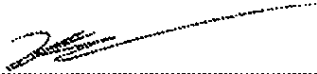
ARTICLE VIII - Amendments

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by a writing executed by the manager of the Company.

[Rest of page intentionally left blank. Signature page follows.]

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IN WITNESS WHEREOF, the undersigned authorized representative has executed these Amended and Restated Articles of Organization of The Oasis at West Melbourne, LLC and made them effective as of the date of filing the same with the Florida Secretary of State, Division of Corporations.


Richard R. Haley
Vice President of The Oasis at West Melbourne GP, LLC,
as Manager of The Oasis at West Melbourne, LLC

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.)