



L95000000220

ACCOUNT NO. : 072100000032

REFERENCE : 311280 10831B

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Pappas

ORDER DATE : March 28, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 311280-005

100002126941--9

CUSTOMER NO: 10831B

CUSTOMER: Sandra Muilenburg, Legal Asst
Greenspoon Marder Hirschfeld
135 West Central, Suite 1100

Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: GLEN OAKS OF TALLAHASSEE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

*corrected #6 address
per
Andrea*

6

FILED
97 JUN -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/4

*Tony
Amended
Restated
C.C.*

33



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 28, 1997

CSC
TONYA
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: GLEN OAKS OF TALLAHASSEE, L.C.
Ref. Number: L95000000220

We have received your document for GLEN OAKS OF TALLAHASSEE, L.C. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

Amended and Restated Articles of Organization for a Limited Liability Company must include a Supplemental Affidavit of Capital Contributions. If there is an increase in the capital contributions the filing fee for this document is \$250, if the contributions are not changing, the fee for filing the Amended and Restated Articles is \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 897A00015853

RECEIVED
97 JUN -5 PM 12:16
DIVISION OF CORPORATION

SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

OF

GLEN OAKS OF TALLAHASSEE, L.C.

FILED

97 JUN -5 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of the limited liability company is Glen Oaks of Tallahassee, L.C.

2. Duration. The existence of the company commenced on the date of filing of these Articles with the office of the Secretary of State of Florida which was March 17, 1995 and shall exist until December 31, 2048.

3. Principal Office. The mailing and street address of the principal office of the company is 499 Boynton Bay Circle, Boynton Beach, Florida 33435.

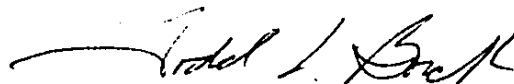
4. Registered Agent and Registered Office. The street address of the company's registered office is c/o Florida Affordable Housing, Inc., 499 Boynton Bay Circle, Boynton Beach, Florida 33435, and the name of the company's registered agent at such address is Todd Borck.

5. Continuity. Upon the occurrence of an event which causes the termination of a member of the company, the remaining members of the company may continue the business of the company.

6. Management. The company shall be managed by its members. The names of the managing members are Todd Borck and Stuart Willner located at 499 Boynton Bay Circle, Boynton Beach, Florida 33435.

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Organization are executed by the managing members of the Company.

ATTEST:



Todd Borck, Managing Member

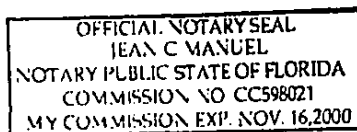


Stuart Willner, Managing Member

STATE OF FLORIDA

COUNTY OF Palm Beach

On this 26th day of March, 1997, Todd Borck, Managing Member, came before me and did execute these Second Amended and Restated Articles of Organization for Glen Oaks of Tallahassee, L.C.

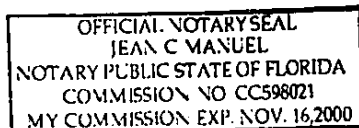


Jean C. Manuel
Notary Public
My Commission Expires: 11/16/00

STATE OF FLORIDA

COUNTY OF Palm Beach

On this 26th day of March, 1997, Stuart Willner, Managing Member, came before me and did execute these Second Amended and Restated Articles of Organization for Glen Oaks of Tallahassee, L.C.

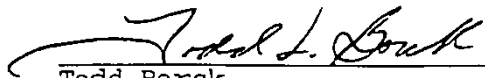


Jean C. Manuel
Notary Public
My Commission Expires: 11/16/00

These amended and Restated Articles of Organization are being filed in accordance with Chapter 608.411 of the Florida Statutes.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Todd Bork, as registered agent appointed in accordance with the Second Amended and Restated Articles of Incorporation of Glen Oaks of Tallahassee, L.C., does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Florida law.



Todd Borck

("Registered Agent")

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A LIMITED LIABILITY COMPANY

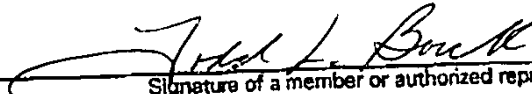
The undersigned member or authorized representative of a member of

GLEN OAKS OF TALLAHASSEE, L.C.

a limited liability company, executes this supplemental affidavit filed pursuant to section 608.412, Florida Statutes.

The total amount of the capital contributions of the members is \$100,000.00.
If contributions include other than cash, a description and agreed value of property
must be attached.

Dated June, 1997.



Signature of a member or authorized representative of a member

Todd Borck

Typed or printed name of signed

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Filing fee: \$250.00
Certified copy: \$ 52.50 (optional)