

Division of Corporations

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9/25/02 - bel*

LIMITED LIABILITY AMENDMENT

PALMS-PONCE DE LEON, L.C.

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
PALMS-PONCE DE LEON, L.C.
(A Florida limited liability company)**

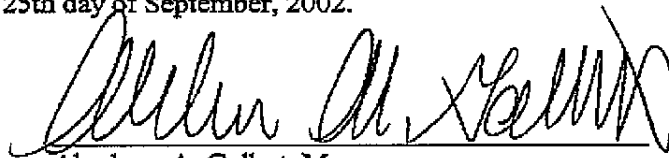
1. The name of the limited liability company is PALMS-PONCE DE LEON, L.C. ("Company").
2. The Articles of Organization of the Company were filed with the Florida Secretary of State, Division of Corporations on September 18, 2002.
3. Article V of the Articles of Organization is hereby amended to read in its entirety as follows:

"ARTICLE V - PURPOSE

The purpose of the Company shall be limited to owning, operating, managing and leasing the property commonly known as the Ponce Plaza Nursing & Rehab Center located at 335 S.W. 12th Avenue, Miami, Florida, 33130-2011 (the "Property") and activities incidental thereto."

4. The foregoing amendment to the Articles of Organization shall be effective upon the filing of this Articles of Amendment to the Articles of Organization with the Office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Amendment to the Articles of Organization as of this 25th day of September, 2002.


Abraham A. Galbut, Manager

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