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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FAX #:
(850)922-4000

FROM: COONEY, WARD, LESHER & DAMON, P.A. ACCT#:
072262000447
CONTACT: STEVEN E KELLY
PHONE: (561)842-3000 FAX #:
(561)842-3626

NAME: BREAST CENTER OF THE PALM BEACHES, INC.
AUDIT NUMBER......H97000016971
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..1 PAGES....... 6
CERT. COPIES......1 DEL.METHOD.. FAX
EST.CHARGE.. $96.25

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DIVISION OF CORPORATIONS

10/13/97
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OCT-13-97 09:18 FROM- T-540 P.05/11 F-491

FILED
97 OCT 13 PM 12:02
TALLAHASSEE, FLORIDA

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ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
THE FRANCIS LAYTON CORPORATION

Pursuant to the provisions of Section 617.1007, Florida Statutes, THE FRANCIS LAYTON CORPORATION, a Florida not for profit corporation, whose original articles of incorporation were filed by the Florida Department of State on May 23, 1988, by resolution duly adopted by its board of directors, adopts the following restated articles of incorporation

ARTICLE I - NAME

The name of this not for profit Corporation is THE FRANCIS LAYTON CORPORATION, hereinafter referred to as the "Corporation."

ARTICLE II - CORPORATE NATURE

A. This is a non-stock, not for profit Corporation organized solely for the public interest of its members, pursuant to Florida Statues, §617.

B. This Corporation shall not engage in any activity for pecuniary profit

ARTICLE III - PURPOSE

A The purposes for which THE FRANCIS LAYTON CORPORATION is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

B. This Corporation is organized to promote both education and conduct medical research, study and treatment of disorders and diseases of the human breast and surrounding tissues

C. The Corporation shall acquire land to develop and operate a retirement community for the elderly and frail for the purpose of providing a safe, secure, medically comprehensive facility with nursing and rest home care, as well as life style education, recreation and spiritual opportunities.

D. The Corporation shall not engage in any other activities not permitted to be carried

Michael J Posner Bar No 525685
Cooney, Ward, Lesher & Damon, P.A
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407

561/842-3000/842-3626

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on by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law

ARTICLE IV - RESTRICTION ON NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowers to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, above.

ARTICLE V - TERM

This Corporation shall have perpetual existence

ARTICLE VI - MEMBERSHIP

Membership in this Corporation is open to all persons who wish to share in the purposes of this Corporation. The establishment of membership dues, if any, and the amount thereof, shall be at the discretion of the Board of Directors. No person shall be denied membership in this organization due to that person's inability to pay a membership fee

ARTICLE VII - OFFICERS

A The affairs of this Corporation are to be managed by President, Vice-President, Secretary and Treasurer

B Any person may hold more than one office in this Corporation

C Officers shall be elected at the annual meeting of the Board of Directors.

D The names of the Officers who are to serve until the next election are

President	Philip H. Ward, III
Vice - President.	Jason North
Secretary.	Jason North
Treasurer	Donna Jordan

ARTICLE VIII - DIRECTORS

The names and addresses of the persons constituting the Board of Directors are

Philip H. Ward, III
c/o Cooney, Ward, Lesher & Damon, P.A.
4420 Beacon Circle, Suite #100
West Palm Beach, Florida 33407

Jason North
2625 North Flagler Drive
West Palm Beach, Florida 33407

Donna Jordan
2625 North Flagler Drive
West Palm Beach, Florida 33407

John W. Biederwolf
2625 North Flagler Drive
West Palm Beach, Florida 33407

The method of election of directors is as stated in the Bylaws.

ARTICLE IX - BY LAWS

The Board of Directors is empowered to make, alter or rescind the By-Laws of this Corporation.

ARTICLE X - ARTICLES OF INCORPORATION

A Amendments to these Articles shall be proposed by presenting a written Petition to the Board of Directors, which Petition shall set forth the proposed amendments and shall be signed by not fewer than one-third (1/3) of the then existing Directors of the Corporation. Upon presentation to the Board of Directors of such Petition, the Secretary of the Corporation shall cause to be each director a notice of meeting on the proposed amendments, which notice shall set forth the time, date, and place of the meeting Such time, date and place shall be reasonably convenient to all directors. The date of the special meeting shall be not greater than sixty (60) days after the petition was presented to the board of directors. Upon written unanimous consent of all members of the Board of Directors, any proposed amendment to the Articles of Incorporation may be voted on by the Board of Directors without requiring the notice of hearing set forth herein

B. The board of directors, by a two-thirds (2/3) vote in favor of the proposed amendment shall be empowered to adopt amendments to these Articles

ARTICLE XI - DEDICATION OF ASSETS

All assets of this Corporation are hereby irrevocably dedicated to the stated purposes of this Corporation

ARTICLE XII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized as not for profit and which are exempt under §501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall terminate. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII -REGISTERED OFFICE
AND REGISTERED AGENT

The amended registered office of this Corporation is at 4420 Beacon Circle. Suite #100, West Palm Beach, Florida 33407 and the registered agent at such address is Michael J Posner, Esquire The mailing address of the Corporation is 2625 North Flagler Drive, West Palm Beach, Florida 33407

The undersigned President of the corporation has executed these restated articles of incorporation on October 7, 1997.

Philip H Ward, III, President

STATE OF FLORIDA, COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Philip H Ward, III to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed WITNESS my hand and official seal in the County and State last aforesaid this 13th day of October, 1997

Notary Public, State of Florida at Large

Sign:

My Commission Expires

Print

MICHAEL J POSNER
MY COMMISSION # ...
EXPIRES: October 14, 1998
Bonded Thru Notary Public Underwriters

H97000016971 8

AMENDED CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THE FRANCIS LAYTON CORPORATION, organized under the laws of the State of Florida, with its principal place of business in the County of Palm Beach, State of Florida, has named Michael J Posner, located at 4420 Beacon Circle, Suite #100, West Palm Beach, Florida, 33407 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the Corporation and complete performance of my duties

Michael J Posner
Registered Agent

Dated this 7th day of October, 1997

E:\MJP\GARDNER\LAYTON\ARTICLES.WP2

CERTIFICATE
OF
RESTATED ARTICLES
OF
THE FRANCIS LAYTON CORPORATION

The undersigned, as President of THE FRANCIS LAYTON CORPORATION, hereby certifies that the attached ARTICLES OF RESTATEMENT OF ARTICLES OF INCORPORATION OF THE FRANCIS LAYTON CORPORATION were duly approved by unanimous consent of the Board of Directors of the Corporation on September 10, 1997; that no member approval was required; and the duly adopted, restated articles supersede the original articles of incorporation and all amendments thereto.

THE FRANCIS LAYTON CORPORATION

By: ______________________
Philip H. Ward, III, President

(Corporate Seal)

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10/07/97
11:01 AM

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FAX #:
(850)922-4000

FROM: COONEY, WARD, LESHER & DAMON, P.A. ACCT#:
072262000447
CONTACT: STEVEN E KELLY
PHONE: (561)842-3000 FAX #:
(561)842-3626

NAME: BREAST CENTER OF THE PALM BEACHES, INC.
AUDIT NUMBER......H97000016635
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..1 PAGES....... ~~8~~ 7 TOTAL
CERT. COPIES......1 DEL.METHOD.. FAX
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DIVISION OF CORPORATIONS

Name change & amendment
10/13/97

10/07/97
11:01 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FAX #:
(850)922-4000

FROM: COONEY, WARD, LESHER & DAMON, P.A. ACCT#:
072262000447
CONTACT: STEVEN E KELLY
PHONE: (561)842-3000 FAX #:
(561)842-3626

NAME: BREAST CENTER OF THE PALM BEACHES, INC.
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October 7, 1997

BREAST CENTER OF THE PALM BEACHES, INC.
2151 45TH ST.
208
W. PALM BEACH, FL 33407US

SUBJECT: BREAST CENTER OF THE PALM BEACHES, INC.
REF: N26535

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The manner in which directors are elected or appointed must be contained in the amended and restated articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000016635
Letter Number: 997A00049200

850-922-4001

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1997

BREAST CENTER OF THE PALM BEACHES, INC.
2151 45TH ST.
208
W. PALM BEACH, FL 33407US

SUBJECT: BREAST CENTER OF THE PALM BEACHES, INC.
REF: N26535

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The old name should appear in the heading of the document. Please correct your document to read as follows: AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BREAST CENTER OF THE PALM BEACHES, INC.

Please delete the word "initial" from Article XIII. Michael J. Posner, Esquire is the new registered agent and not the "initial" registered agent.

The FAX audit number must be on the top and bottom of each page of the document.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000016635
Letter Number: 797A00049251

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ARTICLES OF AMENDMENT

OF

BREAST CENTER OF THE PALM BEACHES, INC.

1. The following provisions of the Articles of Incorporation of Breast Center of the Palm Beaches, Inc , a Florida corporation, filed with the Secretary of State of Florida on May 23, 1988, be and they are hereby amended in the following particulars.

A. Article I is hereby deleted in its entirety and replaced as follows.

"The name of this corporation not for profit is The Francis Layton Corporation"

B. Article III, is hereby amended to add the following new Section C:

"The Corporation shall acquire land to develop and operate a retirement community for the elderly and frail for the purpose of providing a safe, secure, medically comprehensive facility with nursing and rest home care, as well as life style education, recreation and spiritual opportunities."

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TALLAHASSEE, FLORIDA

C. Article III, Section C is hereby amended to be deemed Section D

2. The Articles of Restatement of the Articles of Incorporation hereof are hereby deemed to constitute the sole Articles of Incorporation of the Corporation as of the date hereof.

3. The foregoing amendments and the Articles of Restatement were adopted by the unanimous consent of the Board of Directors of the Corporation on the 10th day of September, 1997. No members were entitled to vote on this amendment

Michael J Posner Bar No 525685
Cooney, Ward, Lesher & Damon, P.A.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407

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561/842-3000/842-3626

OCT-13-97 09:18 FROM- T-840 P.03/11 F-481

The undersigned President of the Corporation has executed these Articles of Amendment as of the 7th day of October, 1997.

The Francis Layton Corporation

By: [signature]
Philip H. Ward, III, President

(Corporate Seal)

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Philip H. Ward, III, President of The Francis Layton Corporation to me known to be the persons described in or who has produced is personally known as identification and who executed the foregoing instrument and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of October, 1997

Notary Public, State of Florida at Large

Sign: [signature]

Print: Kelly J Conaughty

My Commission Expires:

KELLY J. CONAUGHTY
MY COMMISSION # CC 655105
EXPIRES: June 12, 2001
Bonded Thru Notary Public Underwriters

H97000016635 9

Michael J Posner Bar No. 525685
Cooney, Ward, Lesher & Damon, P.A.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407

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