

# N96000005050

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May 27, 1999

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Tallahassee, FL 32301

Via Hand Delivery

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-05/27/99--01055--013  
\*\*\*\*\*175.00 \*\*\*\*\*35.00

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION**, along with a check in the amount of **\$175.00** for the applicable filing fees; a check in the amount of **\$43.75** for the fees to obtain a **CERTIFIED COPY** of the Articles of Amendment to the Articles of Incorporation; and a check in the amount of **\$43.75** to obtain a **Certificate of Status** for the following entities:

Sunbelt Living Center/Apopka, Inc.  
Document Number: N96000005048

Sunbelt Living Center/East Orlando, Inc.  
Document Number: N96000005050

South Central Nursing Homes of Orlando, Inc.  
Document Number: N98000004243

South Central Nursing Homes of Zephyrhills, Inc.  
Document Number: N96000002933

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
FOR  
SUNBELT LIVING CENTER/EAST ORLANDO, INC.

FILED  
99 MAY 27 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, Sunbelt Living Center/East Orlando, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST:

- The provisions of Article II, Section 2.1 ("Purposes/Restrictions") shall be deleted in their entirety and the following inserted in lieu thereof:

Section 2.1 Purposes. This is a not for profit corporation organized for general charitable purposes permitted for not for profit corporations that are organized under the Florida Not For Profit Corporation Act. The primary purpose of the Corporation is to provide nursing home services. Specifically, the Corporation is organized to own, operate and/or lease nursing homes to other tax exempt corporations that are integral to carrying out the tax exempt purpose of the Corporation. Additionally, the Corporation is organized to aid, assist and cooperate with other tax exempt organizations providing nursing home services. The Corporation seeks to improve the quality, availability, and cost-effectiveness of health care services to the residents of the state of Florida. The Corporation may engage in any and all lawful activities incidental to the foregoing purposes. The Corporation will also have all of the powers conferred upon not for profit corporations under the Florida Not For Profit Corporation Act.

- The provisions of Article II ("Purposes/Restrictions") shall be supplemented by the following:

Section 2.3 (a) To create a private corporation to develop, acquire, or construct a housing project or projects, and to operate the same; (b) to enable the financing of the development, acquisition or construction of such rental housing with the assistance of mortgage insurance under the National Housing Act; (c) to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the development, acquisition or construction and operation of such project; and (e) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

Section 2.4 The Corporation shall have the power to do and perform all things whatsoever set out in Sections 2.1 through 2.3 of Article 2 Purposes/Restrictions above, and necessary or incidental to the accomplishment of said purposes.

Section 2.5 The Corporation, specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.

- The provisions of Article III ("Members") shall be deleted in their entirety and the following inserted in lieu thereof:

The Corporation shall have one member. The sole member of the Corporation shall be Sunbelt Health Care Centers, Inc., a Tennessee non profit corporation, or its successor ("Member").

The qualifications and voting rights of the Member will be as set forth in the Bylaws of the Corporation.

- Add Article XIII ("HUD Requirements") to read as follows:

In the event of any conflict between these Articles of Incorporation and the terms of any Regulatory Agreement executed between the Corporation and the Secretary of Housing and Urban Development, the terms of the Regulatory Agreement will prevail.

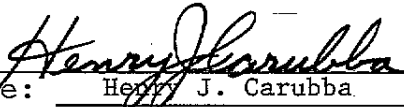
While there is in existence a mortgage insured under the National Housing Act, as amended, or held by the Secretary of Housing and Urban Development neither these Articles of Incorporation nor any Bylaws adopted for the operation of the Corporation will be amended without the advance written approval of the Secretary of Housing and Urban Development or his authorized representative.

SECOND: The date of each amendment's adoption:  
May 26, 1999.

THIRD: The Amendments were approved by the Membership of the Corporation and the Board of Directors of the Corporation and the number of votes cast for each amendment was sufficient for approval.

Signed this 26th day of May, 1999.

SUNBELT LIVING CENTER/  
EAST ORLANDO, INC.

By:   
Print Name: Henry J. Carubba  
Title: President