

P04000005406

Division of Corporations

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**SUNSHINE SENIOR HEALTHCARE, INC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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Corporate Filing

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AM + RESTATED  
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6/15  
6/15/2005

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors and Shareholders pursuant to section 607.1007, Florida Statutes effective June 10<sup>th</sup>, 2005. Each amendment set forth in this Amended and Restated Articles of Incorporation was approved by the shareholders by a vote of sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida Corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: SUNSHINE SENIOR HEALTHCARE, INC  
Old Name:

Article II. Address. The Corporation's mailing address is:  
SUNSHINE SENIOR HEALTHCARE, INC  
27501 SOUTH DIXIE HIGHWAY  
SUITE 205  
NARANJA, FL 33032

Article III. Registered Agent. The Corporation's registered agent is:  
LUIS A. BELTRAN BULTE  
27501 SOUTH DIXIE HIGHWAY  
SUITE 205  
NARANJA, FL 33032

Article IV. Officers. The Corporation's officers are:  
President/Director: LUIS A. BELTRAN BULTE  
Secretary/Director: ANA ARIAS  
Treasurer/Director: LUIS A. BELTRAN BULTE  
Vice President/Director: ANA ARIAS

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

LUIS A. BELTRAN BULTE  
ANA ARIAS

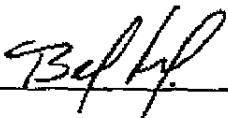
Article VI. Capital Stock. The Corporation shall have the authority to issue 100 shares of common stock, par value \$10.00 per share.

ANA ARIAS	50% OF SHARES
LUIS A. BELTRAN BULTE	45% OF SHARES
JAN M. CRUZ	5% OF SHARES

Article VII. Corporate Existence. The Corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on this date shown below.

SUNSHINE SENIOR HEALTHCARE, INC

By: 

Name: LUIS A. BELTRAN BULTE

Title: PRESIDENT

Date: JUNE 10, 2005

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
SUNSHINE SENIOR HEALTHCARE, INC

**REGISTERED AGENT/OFFICE:**  
LUIS A. BELTRAN BULTE  
27501 SOUTH DIXIE HIGHWAY  
SUITE 205  
NARANJA, FL 33032

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
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Date: JUNE 10, 2005