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M. JULIAN PROCTOR, JR.
 Requestor's Name
 Ausley & McMullen
 227 South Calhoun Street
 Address
 Tallahassee, FL 32301 425-5306
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ATLANTIC HEALTH CARE MANAGEMENT COMPANY, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 Certified Copy of Articles of Amendment to Articles of Inc.

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 Certificate of Status

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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Examiner's Initials *me* 3/1

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ATLANTIC HEALTH CARE MANAGEMENT COMPANY, INC.

This Florida for profit corporation hereby files these Articles of Amendment to its Articles of Incorporation pursuant to the provisions of Section 607.1006, Florida Statutes.

1. The text of each Amendment adopted is as follows:

(a) Article 3 - Purpose. The general purposes for which the corporation is organized is as follows:

(i) To acquire, own and operate the Coral Gables Convalescent Center, FhA Project No. 066-22003, which Center is located at 7060 SW 8th Street, Miami, Florida 33144.

(ii) To transact business and do such other things as are necessary to operate the Coral Gables Convalescent Center.

(iii) The corporation shall remain a single asset entity for the duration of its existence and shall not transact or engage in any business except as described in paragraphs (i) and (ii), above.

(b) Article 8 - Amendment. As long as the Secretary of Housing and Urban Development or its successors and/or assigns, is the insurer or holder of the mortgage on Coral Gables Convalescent Center, FhA Project No. 066-22003, unless the Department of Housing and Urban Development first gives its prior written consent, there shall be no amendment:

(i) which modifies the duration of the corporation's charter;

(ii) which results in the requirement that a HUD Prior Participation Certificate be obtained for any additional party; or

(iii) which in any way impacts or affects the above-described HUD mortgage or Regulatory Agreement executed by Atlantic Health Care Management Company in connection with HUD Project No. 066-22003.

(c) Article 9 - Indemnification. Article 9 shall be, and by this Amendment to Articles of Incorporation, is hereby deleted in its entirety and the following Article 9 shall be and is hereby substituted in lieu thereof:

Article 9 - Conflicts. In the event there is a conflict between these Articles of Incorporation or the corporation's By-Laws and the Regulatory Agreement for Multifamily Housing Project for Project Number 066-22003 between Atlantic Health Care Management Company, Inc. and The Secretary of Housing and Urban Development and her successors and assigns, it is expressly understood and agreed that the provisions of the

Regulatory Agreement shall prevail and take priority over the conflicting provisions, if any, in the corporation's Articles of Incorporation and By-Laws.

2. Each of the foregoing Amendments were adopted at a duly-called meeting of the corporation's Board of Directors which was held in Miami, Florida on February 24, 1999.

3. Each of the foregoing amendments were unanimously adopted by the Board of Directors. The Amendments were adopted without shareholder action because shareholder action is not required to validly amend the corporation's Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, constituting the corporation's sole director and Secretary has executed these Articles of Amendment on this 24 day of February, 1999.



Jon H. Steimmeyer, Director

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