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AKERMAN, SENTERFITT

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LIMITED LIABILITY COMPANY

HILLCREST GCA, LLC

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Katherine Harris
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Handwritten: #4 Hillcrest
6 pages total

October 18, 2000

AKERMAN, SENTERFITT

SUBJECT: HILLCREST GCA, LLC
REF: W00000025131

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.

We can no longer file LLC filings that include affidavits.

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) 487-6958.

Lee Rivers
Document Specialist

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Thanks. Susan Borch

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
HILLCREST GCA, LLC**

ARTICLE I

NAME

The name of this limited liability company (the "Company") shall be **HILLCREST GCA, LLC** and its mailing address is c/o Gale & Wentworth Communities Management Group of Florida, LLC, Park Avenue at Morris County, 200 Campus Drive, Suite 200, Florham Park, New Jersey 07932, and the principal place of business of the Company shall be located at c/o Gale & Wentworth Communities Management Group of Florida, LLC, 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida 33410.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date these Articles of Organization are filed with the Secretary of the State of Florida, and shall continue in existence until terminated: (i) by requirement of law; (ii) by the decision of the Member; or (iii) as otherwise provided in the Operating Agreement of the Company.

ARTICLE III

GENERAL PURPOSE AND POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at c/o Akerman Senterfitt & Eidson, P.A., 255 South Orange Avenue, 10th Floor, Orlando, Florida, 32801, and the initial registered agent of this Company at that address shall be Denise D. Dell, Esq. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

OR327523,1

Prepared by: Martha A. Hartley, Esq., FL Bar ID #0262900
Akerman, Senterfitt & Eidson, P.A.
P.O. Box 231
Orlando, FL 32802-0231

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ARTICLE V

MANAGEMENT

The Company will be managed by its Member. The name and street address of the initial Member is:

GCA Holding, LLC
c/o Gale & Wentworth Communities Management Group of Florida, LLC
2401 PGA Boulevard, Suite 280
Palm Beach Gardens, Florida 33410

ARTICLE VI

OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in its Member.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by the Member.

ARTICLE VIII

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, is reserved to the Member.

ARTICLE IX

HEADINGS AND CAPTIONS

The headings or captions of these Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true,

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STATE

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effective as of the date set forth in Article II.

SOLE MEMBER:

GCA Holding, LLC, a Florida limited liability

By: Gale & Wenrworth License Holding, Inc.
Florida corporation, Manager

By:



Syd Kitson, President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

HILLCREST GCA, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated DENISE D. DELL, ESQ. as its Registered Agent to accept service of process within the State of Florida with its registered office located at Akerman Senterfitt & Eidson, P.A. 255 South Orange Avenue, 10th Floor, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 17th day of October, 2000.


Denise D. Dell, Esq.
Registered Agent

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