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DATE: 1/30/13

**NAME: VALIDUS SENIOR LIVING REIT INVESTMENT MANAGEMENT
COMPANY, LLC**

TYPE OF FILING: ARTICLES OF ORGANIZATION

COST: 155.00

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AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

(850) 245-6051.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Validus Senior Living REIT Investment Management Company, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Penny J. Farr

Name of Person

Morris Manning & Martin

Firm/Company

3343 Peachtree Road, Suite 1600

Address

Atlanta, GA 30326

City/State and Zip Code

pfarr@mmmlaw.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Penny J Farr

Name of Person

at (404) 233-7000

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Valdus Senior Living REIT Investment Management Company, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

3504 Cragmont Drive
Suite 100
Tampa, FL 33619

Mailing Address:

3504 Cragmont Drive
Suite 100
Tampa, FL 33619

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Capitol Corporate Services, Inc.

Name

155 Office Plaza Dr Ste A

Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Registered Agent's Signature (REQUIRED)

Krista Ali, Assistant Secretary on behalf of Capitol Corporate Services, Inc.

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(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Mario Garcia, Jr.

3504 Cragmont Drive

Suite 100

Tampa, FL 33619

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Mario Garcia, Jr.

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation

of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)