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Fax Number : (850) 205-0383

From: Account Name : AKERMAN SENTERFITT - TAMPA
Account Number : I20000000249
Phone : (813) 223-7333
Fax Number : (813) 223-2837

LIMITED LIABILITY COMPANY

The Abbey of Winter Park, LLC

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ARTICLES OF ORGANIZATION
OF
THE ABBEY OF WINTER PARK, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be:

THE ABBEY OF WINTER PARK, LLC

ARTICLE II
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE IV
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602-5311.

Prepared and filed by:

William Kalish, Esq.
Akerman Senterfitt
100 S. Ashley Dr., Ste. 1500
Tampa, FL 33602
Tel No.: (813) 223-7333
Fax No: (813) 223-2837
Florida Bar No. 339385

**ARTICLES OF ORGANIZATION OF
THE ABBEY OF WINTER PARK, LLC**

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**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is c/o Akerman Senterfitt, Wachovia Center, 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of its initial registered agent is William Kalish, Esq. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VI
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members (the "members"). The members may appoint one or more managing members and grant them such authority as specifically provided by statute or by the Operating Agreement.

**ARTICLE VII
OPERATING AGREEMENT**

The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

**ARTICLE VIII
RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not automatically cease and the Company shall not be dissolved automatically, but only by unanimous consent of the remaining members or otherwise in accordance with the Operating Agreement of the Company.

ARTICLES OF ORGANIZATION OF
THE ABBEY OF WINTER PARK, LLC

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **The Abbey of Winter Park, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 20th day of October, 2003.


William Kalish, Esq.

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ST. JAMES
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