

1-000000001521

WYNDCREST
PARTNERS, LTD.

January 31, 2000

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-02/04/00--01094--009
***125.00 ***125.00

To Whom It May Concern:

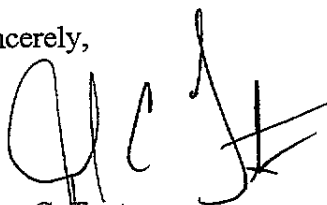
Please, assist us in filing the Articles of Organization for Wyndcrest Eldercare Holdings, LLC with the State of Florida. Attached are the completed Articles of Organization and a check payable to the Florida Department of State for \$125.00 representing a filing fee/designation of a registered agent payment.

Please, send the acknowledgement to the following address:

Wyndcrest Eldercare Holdings, LLC
777 South Flagler Drive, Suite 1750
West Palm Beach, FL 33401

Should you have any questions, please, contact me at (561) 833-9220.

Sincerely,



John C. Textor
President of the Managing Member

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

WYNCREST ELDERCARE HOLDINGS, LLC.

ARTICLE II - Address:

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

777 SOUTH FLAGLER DRIVE, Suite 1750
WEST PALM BEACH, FL 33401

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

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

JOHN C. TEXTOR, PRESIDENT
TEXTOR VENTURES, INC.

777 SOUTH FLAGLER DR., STE. 1750

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

WEST PALM BEACH, FL 33401

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

Article IV - Management (Check box if applicable.)

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

Textor Ventures, Inc.

(An additional article must be added if an effective date is requested)

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.)

John C. Textor President of the Managing member

Typed or printed name of signee

FILING FEES:

\$ 100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (X)

\$ 5.00 Certificate of Status (OPTIONAL)