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March 17, 2000

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VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700003176287--8
-03/20/00--01119--009
****125.00 ****125.00

Re: American Senior Living of Lakeland, FL, LLC

Dear Sir/Madam:

Please file the enclosed Articles of Organization for a Florida Limited Liability Company on behalf of the referenced company. A check in the amount of \$125.00 is enclosed for the filing fee. Please forward acknowledgements of the filing to my attention.

Should you have any questions, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,

S. Munroe

Stacy F. Munroe
Corporate Paralegal

EFFECTIVE DATE
3/15/00

Name Availability	
Document Examiner	DCC
Updater	DCC
Enclosures	
Multiplier Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

EFFECTIVE DATE
3/15/00

ARTICLE I - Name:

The name of the Limited Liability Company is: American Senior Living of Lakeland, FL, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 2150 Goodlette Road, Suite 600, Naples, FL 34102.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager and the name and address of the initial manager is:

American Senior Living, Inc.
2150 Goodlette Road, Suite 600
Naples, FL 34102

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00 MAR 20 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: additional members may be admitted only in the sole discretion of the Manager.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on 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 Limited Liability Company shall be: in the event of death of a member, or any event which terminates membership in the Limited Liability Company, it shall not cause the termination of the Limited Liability Company.

ARTICLE VII – Effective Date:

The Effective Date of this filing shall be: March 15, 2000.



Lawrence R. Siegel, Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

American Senior Living of Lakeland, FL, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation, FL 33324

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 20 PM 2:50

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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.

Kevin J. Gallagher
(Signature)

KEVIN J. GALLAGHER

ASSISTANT VICE PRESIDENT

\$ 25.00	Filing Fee for Application
\$ 30.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)