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October 27, 2000

FEDERAL EXPRESS

Division of Corporations
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400003453844--3
-11/06/00--01127--017
****250.00 ****125.00

- Re: 1. Heritage Park Retirement Communities, LLC, a Florida limited liability company
2. Liberty Inn, LLC, a Florida limited liability company

Dear Sir or Madam:

Enclosed please find for filing, in the order presented:

1. Original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office of Heritage Park Retirement Communities, LLC (to be filed first (1st) as the parent company);
2. Original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office of Liberty Inn, LLC (to be filed second (2nd) as the subsidiary company);
3. Our firm's check in the amount of \$250, representing two (2) \$125 filing fees and two (2) \$25 registered agent fees; and
4. A self-addressed stamped envelope in which to return date-stamped copies of the filed Articles of Organization.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,

Rita M. Burdo
Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Mr. Robert G. Schemel

Heritage Park-FL SOS.ltr.wpd

**ARTICLES OF ORGANIZATION
OF
HERITAGE PARK RETIREMENT COMMUNITIES, LLC**

ARTICLE I – NAME

The name of this Florida limited liability company is HERITAGE PARK RETIREMENT COMMUNITIES, LLC (the “Company”).

ARTICLE II – ADDRESS

The mailing address and the street address of the principal office of the Company is 5858 Heritage Park Way, Delray Beach, Florida 33484.

ARTICLE III – INITIAL REGISTERED AGENT

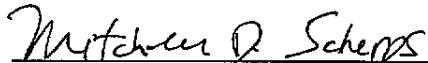
The name and address of the initial Registered Agent of the Company is ROBERT G. SCHEMEL, 5858 Heritage Park Way, Delray Beach, Florida 33484.

ARTICLE IV – MANAGEMENT

The Company shall be manager managed. ROBERT G. SCHEMEL shall serve as manager of the Company.

ARTICLE V – COMPANY EXISTENCE

The Company’s existence shall be effective as of the time of the filing of these Articles of Organization with the Florida Department of State and its existence shall be perpetual.



ROBERT G. SCHEMEL, Sole Member
by Mitchell D. Schepps, as Attorney-in-Fact

DATE: November 3, 2000.

MITCHELL D. SCHEPPS, ESQ.
Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

FILED
NOV -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

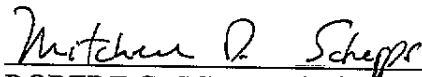
LIMITED LIABILITY COMPANY:

HERITAGE PARK RETIREMENT COMMUNITIES, LLC

REGISTERED AGENT AND REGISTERED OFFICE:

ROBERT G. SCHEMEL
5858 Heritage Park Way
Delray Beach, FL 33484

I agree to act as Registered Agent to accept service of process for the Company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent. I am familiar with and accept the obligations of the Registered Agent position.



ROBERT G. SCHEMEL, REGISTERED AGENT
by Mitchell D. Schepps, as Attorney-in-Fact

DATE: November 3, 2000.

Heritage Park-Heritage Park Retirement Communities, LLC Articles of Organization.wpd

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