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AFFILIATE OFFICE:
DETROIT

November 9, 2000

File No: New File

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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Re: Liberty Assisted Living Centers of Winter Haven, LLC

Dear Sir or Madam:

I enclose the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for filing on behalf of Liberty Assisted Living Centers of Winter Haven, LLC. Please prepare a Certificate of Status and forward the acknowledgement of filing to my attention.

Our firm's check in the amount of \$130.00 has been enclosed to defray costs of filing the Articles and Designation of Registered Agent and preparing the Certificate of Status.

Please file the Articles **effective November 10, 2000.**

Should you have any questions, please do not hesitate to contact me. Thank you for your prompt attention to this matter.

Sincerely,

Wendy M. Chappell

Wendy M. Chappell
Corporate Paralegal

FILED
00 NOV - 09 PM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
11/16

Enclosure

cc: Mr. George Wagner (w/encl.)
c/o Ms. Cameron Larson

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

Liberty Assisted Living Centers of Winter Haven, 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 manager is:

Liberty Assisted Living Centers of Florida, Inc., a Georgia corporation
2150 Goodlette Road, Suite 600
Naples, FL 34102

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.

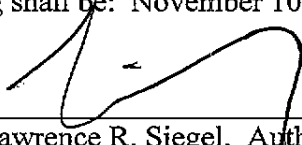
ARTICLE VI – Members Rights to Continue Business:

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII – Effective Date:

The Effective Date of this filing shall be: November 10, 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:

LIBERTY ASSISTED LIVING CENTERS OF WINTER HAVEN, LLC

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

C T Corporation System

(Name)

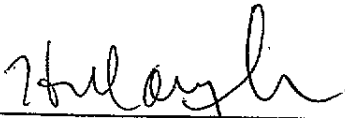
1200 South Pine Island Road

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

Plantation, FL 33324

City/State/Zip

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.



(Signature)

Hillary A. England
Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
00 NOV -9 PM 10:49
TALLAHASSEE, FL 32309
SECRETARY OF STATE