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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
Corporate Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

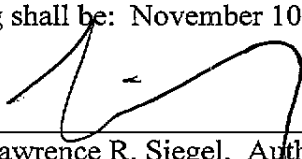
ARTICLE VI – Members Rights to Continue Business:

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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TALLAHASSEE, FLORIDA
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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)

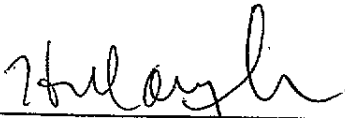
1200 South Pine Island Road

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)

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TALLAHASSEE, FLORIDA