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AUSLEY & McMULLEN

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TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

Writer's Direct Line: (850) 425-5340

MJH

December 14, 2000

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: Sage Living Center of Fort Pierce I, LLC; and
Sage Living Center of Palm Bay I, LLC

200003501592--2
-12/14/00--01075--015
****160.00 ****160.00

Dear Madam/Sir:

Enclosed are the Articles of Organization (an original and one copy of each) and our firm's checks in the amount of \$160.00 for the following services for the above-referenced LLCs:

1. Articles of Organization filing fee.....\$125.00
2. Certificate of Status..... 5.00
3. Certified copy..... 30.00

Total: \$160.00

Should you have any questions whatsoever, please do not hesitate to call me at 425-5340. Please advise me by telephone once the certified copies are ready and I will arrange to have our messenger return to pick them up.

Thank you for your assistance in these matters.

Sincerely,

Leslie R. Williams

Leslie R. Williams
Assistant to John E. Brenneis

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

SUFFICIENCY OF FILING
TO BE DETERMINED BY
THE SECRETARY OF STATE

/lrw

Enclosures

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SECRETARY OF STATE

**ARTICLES OF ORGANIZATION
OF
SAGE LIVING CENTER OF PALM BAY I, LLC**

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

**ARTICLE 1.
Name**

The name of the Limited Liability Company is **Sage Living Center of Palm Bay I, LLC.**

**ARTICLE 2.
Address**

The street and mailing address of the place of business is:

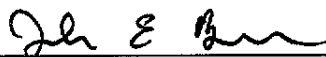
201 Wisely Way
Ringgold, Georgia 30736

**ARTICLE 3.
Registered Agent and Registered Office**

The name and Florida street address of the initial registered agent in Florida for the Limited Liability Company are:

John E. Brenneis
227 South Calhoun Street
Tallahassee, Florida 32301

Having been named as registered agent and as the person 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, Florida Statutes.



John E. Brenneis, Registered Agent

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**ARTICLE 4.
Management**

The Limited Liability Company shall be managed by its Sole Member and is, therefore, a member-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13th day of December, 2000.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

**SAGE LIVING CENTERS, INC., a Florida
corporation, Member**

By: Charles R. Nixon
Charles R. Nixon, Its President