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DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY

Devonshire Employment Services, LLC

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**ARTICLES OF ORGANIZATION
OF
DEVONSHIRE EMPLOYMENT SERVICES, LLC**

The undersigned hereby adopts the following Articles of Organization ("Articles") for the purpose of forming a limited liability company under the laws of the State of Florida under Chapter 608, 1999, as amended, the Florida Limited Liability Company Act:

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**Article I
NAME**

The name of the limited liability company (the "Company") is DEVONSHIRE EMPLOYMENT SERVICES, LLC.

**Article II
DURATION**

This Company is to commence its existence on the date these Articles are filed with the Secretary of State's Office, State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**Article III
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is 1601 Belvedere Road, Suite 407, West Palm Beach, Florida 33406.

**Article IV
INITIAL REGISTERED AGENT AND ACCEPTANCE**

Pursuant to the provisions of Section 608.407(1)(d), Florida Statutes, 1999, as amended, the name and street address of its initial registered agent in Florida is as follows:

William A. Meyer
1601 Belvedere Road, Suite 407
West Palm Beach, Florida 33406

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY AT THE PLACE DESIGNATED IN THESE ARTICLES, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL

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STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS/ITS POSITION AS REGISTERED AGENT.

SIGNATURE:

William A. Meyer

Dated: January 19, 2001

Article V

RIGHT OF MEMBERS TO ADMIT ADDITIONAL MEMBERS

The admission of new Members shall be solely by unanimous written consent of the existing members. Capital contribution required of new members shall be determined as of the time of admission to the Limited Liability Company.

Article VI

CONTINUATION OF BUSINESS AFTER CERTAIN EVENTS

The Limited Liability Company shall be dissolved upon the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any Member or the occurrence of any other event which terminates the continued membership of a member; provided, however that all the remaining Members may consent to the continuance of the Limited Liability Company's business notwithstanding the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any Member or the occurrence of any other event which terminates the continued membership of a Member. The exercise of this right to continue shall be by Notice by any two Members of the remaining Members within thirty (30) days after the dissolution as described in this Article. The Limited Liability Company shall be dissolved upon the unanimous written consent of the Members of the Limited Liability Company.

Article VII

MANAGEMENT

The Limited Liability Company shall be managed by its member whose respective name and address is listed below:

Devonshire Associates, Ltd.
1601 Belvedere Road
Suite 407
West Palm Beach, FL 33406

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The Managing Member of the Limited Liability Company shall be Devonshire Associates, Ltd.

Article VIII
PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

Article IX
CERTIFICATE OF MEMBERSHIP

This Company is not authorized to issue shares of stock, but may, as provided in the Florida Statutes, issued certificates of membership to its members. The names of the initial members of the Company and their initial percentage interest in the Company are as follows:

<u>Names of Member</u>	<u>Address</u>	<u>Initial Percentage Interest</u>
Devonshire Associates, Ltd..	1601 Belvedere Road Suite 407 West Palm Beach, FL 33406	100%

Article X
INDEMNIFICATION

The Company shall indemnify any present or former member or person exercising powers and duties of a member, to the full extent now or hereafter permitted by law, including F.S. 608.4363, 1999, as amended.

Articles XI
POWERS.

This Company shall have all of the powers available to limited liability companies created under the laws of the State of Florida, including, but not limited to, those set forth in Florida Statute 608.404, 1999, as the same may be hereafter amended.

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MEETING BY CONFERENCE TELEPHONE

Members of the Company may participate in meetings of members by means of telephone conference calls and may lawfully adopt company resolutions by unanimous written consent of the members, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization as of the 19th day of January, 2001.

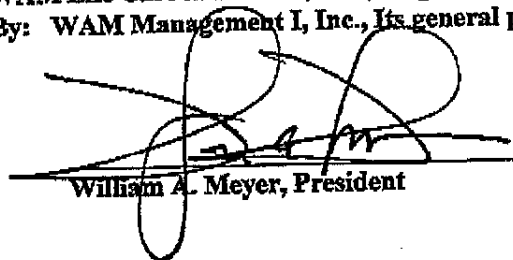
Member:

DEVONSHIRE ASSOCIATES, LTD.

By: Devonshire Life Care Associates, Ltd., Its general partner

By: WAM Life Care Associates, Ltd., Its general partner

By: WAM Management I, Inc., Its general partner



William A. Meyer, President

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