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January 23, 2000

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****160.00 ****160.00

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

VIA HAND DELIVERY

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

Dear Madam/Sir:

Enclosed are the Articles of Organization and our firm's checks totaling \$320.00 for the following services for each of the above-referenced LLCs:

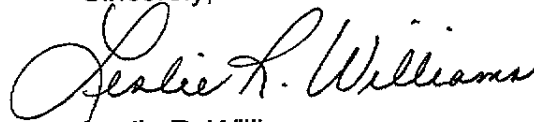
1. Articles of Organization filing fee.....\$125.00
2. Certificate of Status..... 5.00
3. Certified copy..... 30.00

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
Assistant to John E. Brenneis

/lrw
Enclosures

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FILED
01 JAN 24 2001
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 25 2001 3:47 PM

**ARTICLES OF ORGANIZATION
OF
SAGE LIVING CENTER OF PALM BAY II, 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 II, LLC.**

**ARTICLE 2.
Address**

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

201 Wisely Way
Ringgold, Georgia 30736

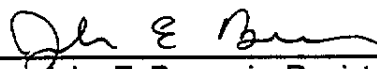
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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

**ARTICLE 4.
Management**

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

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

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

FILED

01 JAN 24 AM 8:51

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**