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**LIMITED LIABILITY COMPANY**

Paradise Care Cottage at St. Lucie West, L.L.C.

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ARTICLES OF ORGANIZATION  
OF  
PARADISE CARE COTTAGE AT ST. LUCIE WEST, L.L.C.

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ARTICLE I

Name. The name of the limited liability company ("Company") is PARADISE CARE COTTAGE AT ST. LUCIE WEST, L.L.C.

ARTICLE II

Address. The mailing and street address of the Company's principal office is 713 S.E. MacArthur Boulevard, Stuart, Florida 34996.

ARTICLE III

Duration. The period of duration for the Company shall be ten (10) years, beginning on the date these Articles of Organization are filed by the Florida Department of State and ending ten (10) years thereafter.

ARTICLE IV

Registered Agent and Office. The name of Company's initial registered agent in Florida is Lawrence E. Crary III. The address of Company's registered office in Florida is 555 Colorado Avenue, Stuart, FL 34994.

Prepared by:

Lawrence E. Crary III, Esquire  
555 Colorado Avenue  
Stuart, Florida 34994  
(861) 287-2600  
Fla. Bar No.: 250414

Fax Audit Number: E01000016555 4

Fax Audit Number: E01000016555 4

ARTICLE V

Management. The Company is to be managed by one (1) manager. The initial Manager will serve until he is no longer able to serve by reason of resignation, death, disability or infirmity. The initial Managers is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
William J. Stoddard	713 S.E. MacArthur Boulevard Stuart, FL 34996

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ARTICLE VI

Admission of New Members. The Manager of the Company has the right to admit new members and the Manager shall determine the amount and nature of contributions to be made by new members at the time the new members are admitted.

ARTICLE VII

Continuation of Business. The Company shall continue its business notwithstanding 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 Company.

ARTICLE VIII

Amendment of Articles. Proposed amendments to these Articles of Organization shall require the approval by the Manager, whereupon it shall be proposed to all the Members, and, for adoption, shall require the approval at a Member's meeting by a majority of the members entitled to vote thereon; as an alternative to a member's meeting, all of the Members may sign a written statement adopting the proposed Amendment to these Articles of Organization. An amendment to the duration of the Company (i.e., to Article III of these Articles of Organization) shall not require the separate approval of the Manager, but must be approved by at least seventy five percent (75%) of the voting interests of the members of the Company present at a duly called meeting of the Members; as an alternative to this member's meeting, at least seventy five percent (75%) of the Members may sign a written statement adopting the proposed Amendment to the duration clause of these Articles of Organization.

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ARTICLE IX

Operating Agreement. The Operating Agreement of the Company shall be made, altered or rescinded by a majority vote of the Members of the Company at a meeting of the Members, subject to the express approval of the Manager. As an alternative to a vote at a meeting, all of the Members may sign a written statement adopting the proposed Operating Agreement or changes thereto, subject to the express approval of the Manger.

ARTICLE X

Preemptive Rights. The Members of the Company shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Members, such membership interests as may be issued for money, or any property or services from time to time, in addition to the present memberships. The preemptive right of any Member is determined by the ratio of the membership interest held by a Member to all membership interests currently outstanding.

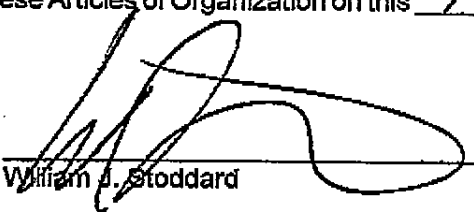
ARTICLE XI

Organizing Manager. The name and address of the initial organizing member, who is a member of the Company, are as follows:

William J. Stoddard

713 S.E. MacArthur Boulevard  
Stuart, FL 34996

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 7 day of FEBRUARY, 2001, at Stuart, Florida.

  
William J. Stoddard


STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 7 day of February, 2001 by William J. Stoddard. He (please check one of the following)  is personally known to me or [ ] who has produced \_\_\_\_\_ as identification, and who (please check one of the following) [ ] did or [  ] did not take an oath.

(SEAL)



Joan C. Bell  
MY COMMISSION # CC881825 EXPIRES  
October 21, 2003  
BONDED THROUGH FARM INSURANCE INC.

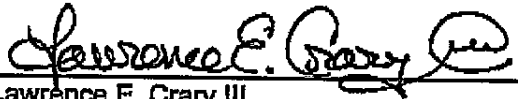
  
NOTARY PUBLIC  
Print Name: Joan C. Bell  
My Commission Expires: Oct. 21, 2003

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**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated limited liability company, at the place designated in the above Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

  
Lawrence E. Crary III  
Registered Agent

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