



LD1000003730

ACCOUNT NO. : 072100000032

REFERENCE : 073759 7233219

AUTHORIZATION : *Patricia Piquit*

COST LIMIT : \$ 125.00

ORDER DATE : March 12, 2001

ORDER TIME : 10:30 AM

ORDER NO. : 073759-035

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CUSTOMER NO: 7233219

CUSTOMER: Ms. Tammy Moore
Home Quality Management, Inc.
Suite 156
2401 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: SPRING CITY CARE CENTER, LLC

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

JP 3-12-01

APPROVED
AND
FILED
RECEIVED
01 MAR 12 PM 12:30 DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE FL 32301 MAR 12 AM 11:33
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

**ARTICLES OF ORGANIZATION
OF
SPRING CITY CARE CENTER, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -NAME

The name of the limited liability company shall be Spring City Care Center, LLC ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be: 2401 PGA Boulevard, Suite 156, Palm Beach Gardens, Florida 33410.

ARTICLE III – DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or pursuant to the Operating Agreement governing the operations of the Company ("Operating Agreement").

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

ARTICLE V – ADDITIONAL CASH CONTRIBUTIONS

Each member shall not be required to make any additional cash contributions to the Company, except pursuant to the Operating Agreement.

ARTICLE VI – ADMISSION OF NEW MEMBERS

Except as provided in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer its interest in the Company as set forth in the Operating Agreement. Any transferee shall have only those rights to participate in the management of the business and affairs of the Company or become a member as provided in the Operating Agreement, unless all the other members of the Company other

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than the member proposing to dispose of its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manger, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of a majority of the remaining members.

ARTICLE VIII – MANAGEMENT/MANAGING MEMBER

The Company shall be managed by a managing member in accordance with the Operating Agreement. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the sole Managing Member of the Company is:

EF Management Services, LLC
2401 PGA Boulevard, Suite 146
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Palm Beach Gardens, Florida, on this 9th day of March 2001.

EF Management Services, LLC

By: [Signature]
Elizabeth Fago, Sole Member

STATE OF FLORIDA COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 9th day of March 2001, by Elizabeth Fago, Personally known XXXX OR Produced Identification _____ Type of Identification Produced _____

[Signature]
Notary Public, State of Florida
My Commission CC688790
Expires August 03, 2001

Print, Type or Stamp
Commissioned Name of Notary Public

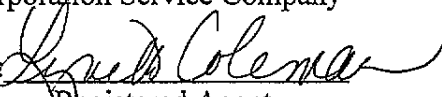
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Coral Plaza, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company as the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Corporation Service Company

By



Registered Agent

Lynette Coleman
as its agent

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