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MEMORANDUM

TO: Department of State
FROM: Richard S. Annunziata
RE: Articles of Organization and Registered Agent Fee
DATE: May 1, 2001

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-05/08/01--01014--003
****125.00 ****125.00

Enclosed please find the original and one copy of:

1. Articles of Organization:

Also enclosed please find a check in the amount of \$125.00 for the filing fee for the Articles of Organization and the Registered Agent Fee.

Please file the original(s), time stamp the copy(ies) and return same in the self-addressed stamped envelope provided.

Thank you for your assistance and if you should have any questions, please feel free to contact me.

Sincerely,

Angel Cavill
Assistant to
Richard S. Annunziata
G. Donald Thomson, P. A.
Bonita Bay Executive Center II
3461 Bonita Bay Blvd.
Suite 220
Bonita Springs, FL 34134
(941) 498-6222

Enclosures

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
ALLEGIANCE SENIOR CARE, L.L.C.

The undersigned, acting as organizer of ALLEGIANCE SENIOR CARE, L.L.C., under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said Limited Liability Company:

I.
NAME OF COMPANY

The name of the limited liability company is ALLEGIANCE SENIOR CARE, L.L.C., (the "Company").

II.
PURPOSE

The business purpose of the Company shall be or include the transaction of any or all lawful business for which limited liability companies may be organized under this Act.

III.
PRINCIPAL PLACE OF BUSINESS

The principal mailing address and place of business of the Company shall be in the State of Florida at the following address:

ALLEGIANCE SENIOR CARE, L.L.C.
20825 Pinehurst Greens Drive
Estero, FL 33928

IV.
REGISTERED OFFICE AND AGENT
IN FLORIDA

The Company's initial registered agent, and the name and address of the initial registered agent is as follows:

ROBERT C. SCHMOLLINGER
20825 Pinehurst Greens Drive
Estero, FL 33428

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V.
MANAGEMENT OF THE COMPANY

The Company is to be managed by its members. The names and addresses of the initial member are as follows:

Robert C. Schmollinger, 20825 Pinehurst Greens Drive, Estero, FL 33928
Wesley Peake, 1820 High Grove Oak Drive, Alpharetta, GA 30004
John G. Klinowski, Jr., 829 Eastwood Drive, Golden, CO 80401

VI.
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Regulations.

VII.
REGULATIONS

The Regulations of the Company shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

VIII.
CONTINUATION UPON EVENT OF DISSOLUTION

The Members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company as long as there are at least two remaining Members, and the remaining Members agree to continue the Company by unanimous written consent within 90 days after the terminating event, as set forth in the Regulations of the Company.

IX.
LIABILITIES OF MEMBERS AND MANAGERS

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

X.
OFFICER INDEMNIFICATION

An officer of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the officer's capacity as an officer, except that this Article X does not eliminate or limit the liability of an officer to the extent that the officer is found liable for (i) a breach of the officer's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer to the Company or an act or omission that

involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer's office; or (iv) an act or omission for which the liability of an officer is expressly provided by statute. Any repeal or amendment of this Article X by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of an officer of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the officer of the Company is not liable as set forth in the preceding sentences, the officer shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of an officer or of a director of a corporation.

XI.
AMENDMENT

The Company reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by the Florida Limited Liability Company Act, and all rights herein conferred are granted subject to this reservation.

XII.
ORGANIZER

The Organizer of ALLEGIANCE SENIOR CARE, L.L.C. is as follows:

ROBERT C. SCHMOLLINGER
20825 Pinehurst Greens Drive
Estero, FL 33428

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JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 19 day of May 2001.

By: Robert C. Schmollinger
Robert C. Schmollinger, Organizer

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.061, 617.0501, and 608.415, the following
is submitted:

ALLEGIANCE SENIOR CARE, L.L.C.

desiring to organize as a Limited Liability Company under the laws of the State of Florida, has
designated ALLEGIANCE SENIOR CARE, L.L.C., 20825 Pinehurst Greens Drive, Estero, FL
33928, as its initial Registered Office, and has named Robert C. Schmollinger, located at said
address, as its initial Registered Agent.


Robert C. Schmollinger

Having been named Registered Agent for the above stated Limited Liability Company, at
the designated Registered Office, the undersigned is familiar with and accepts the obligations of said
appointment, and agrees to comply with the provisions of Florida Statutes Section 48.061, 617.0501,
and 608.415 relative to keeping open said office.


Robert C. Schmollinger
Registered Agent