



LO1000011506

ACCOUNT NO. : 072100000032

REFERENCE : 219693 8673A

AUTHORIZATION :

COST LIMIT : \$ 160.00

Patricia Peguts

ORDER DATE : July 12, 2001

ORDER TIME : 2:46 PM

ORDER NO. : 219693-005

CUSTOMER NO: 8673A

CUSTOMER: Julian Gonzalez, Esq
Drage Debeaubien Knight
Simmons Romano & Neal
332 North Magnolia Avenue

Orlando, FL 32801

DOMESTIC FILING

NAME: ATLANTIC & PACIFIC SENIOR
CARE FACILITY, L.L.C.

500004471855-4

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS: *SP* *110-01*

-NOT-HOTOS

FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 12 PM 3:11
RECEIVED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

01 JUL 12 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 12, 2001

CSC
DEBORAH SCHRODER

SUBJECT: ATLANTIC & PACIFIC SENIOR CARE FACILITY, L.L.C.
Ref. Number: W01000016105

We have received your document for ATLANTIC & PACIFIC SENIOR CARE FACILITY, L.L.C. and the authorization to debit your account in the amount of \$160.00. However, the document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 601A00041299

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION**OF****“ATLANTIC & PACIFIC SENIOR
CARE LIVING FACILITY, L.L.C.”**

The undersigned, desiring to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act (“Act”), hereby certify as follows:

I. NAME. The name of the limited liability company formed pursuant hereto shall be at all times the ATLANTIC & PACIFIC SENIOR CARE FACILITY, L.L.C. (“Company”).

II. PURPOSE AND POWERS. The Company shall be organized for the purpose of conducting any lawful business, and shall have the same powers as an individual to do all things necessary or convenient to carry out the Company’s purpose, business and affairs.

III. DURATION. The Company’s term shall commence as of the filing of these Articles with the Secretary of State of Florida and shall be perpetual unless dissolved sooner upon the happening of any mandatory dissolution event as according to the Act or Operating Agreement of the Company.

IV. PHYSICAL AND MAILING ADDRESS. The initial principal and mailing address of the company shall be, as follows:

Atlantic & Pacific Senior Care Facility, LLC
C/O Ernest Adcock
1070 Chase Hammock,
Merrit Island Florida 32819

V. AGENT. The Registered Agent of the Company shall be: Ernest Adcock whose address is 1070 Chase Hammock, Merrit Island Florida 32819, as according to the “Certificate of Designation of Registered Agent/Office” of the Company, which is attached hereto and made a part hereof by reference.

VI. MANAGEMENT. The Limited Liability Company is to be managed by its members and

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TALLAHASSEE, FLORIDA

the names and addresses of the managing members are:

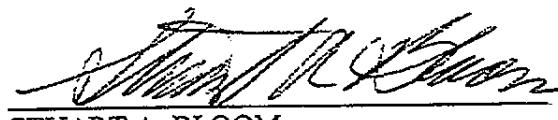
Stuart A. Bloom
24275 Jefferson Avenue
Murrieta, CA 92562

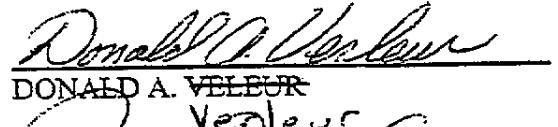
Donald Verleur
7509 E. Saddlehill Trail
Orange CA 92869

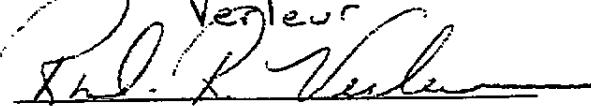
Rhonda Verleur
811 Ranchwood Road
Orange, CA 92869

VII. **MEMBERS RIGHTS TO CONTINUE BUSINESS.** The right of the members to admit additional members and the terms and conditions of the admissions, and the right of the remaining members to continue the business on 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 shall be as set forth in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, and certifying knowledge of, and compliance with, section 608.408, Florida Statutes (2000), we, jointly and individually hereunto subscribe our names to these Articles of Organization of ATLANTIC & PACIFIC SENIOR CARE FACILITY, L.L.C., this 26 day of June, 2001.


STUART A. BLOOM


DONALD A. VELEUR


ROHINDA R. VELEUR
Rhonda Verleur

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

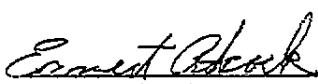
ATLANTIC & PACIFIC SENIOR CARE FACILITY, L.L.C., hereby submits the following statement to designate its registered office and its registered agent in the State of Florida in accordance with the provisions of Section 608.415, Florida Statutes.

1. The name of the limited liability Company is **ATLANTIC & PACIFIC SENIOR CARE FACILITY, L.L.C.**
2. The name and the Florida Street address of the registered agent are:

**Ernest Adcock
1070 Chase Hammock,
Merrit Island, Florida 32819**

I, Ernest Adcock, having been named as registered agent to accept service of process for ATLANTIC & PACIFIC SENIOR CARE FACILITY, L.L.C. a limited liability company, at the address designated in this certificate, hereby accept the appointment as registered agent and agree to act in such 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.

Dated this 7 day of October 2001.


Ernest Adcock

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 5907

State of California

County of Orange

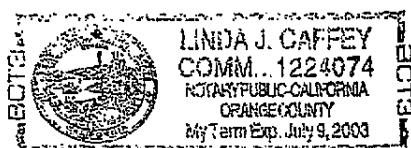
On June 26, 2001 before me, Linda J. Caffey, Notary Public

NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

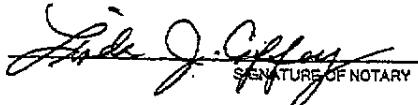
personally appeared Stuart A. Bloom, Donald A. Verleur, Rhonda Verleur

NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.



Linda J. Caffey
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

INDIVIDUAL
 CORPORATE OFFICER

TITLE(S)

PARTNER(S) LIMITED
 ATTORNEY-IN-FACT GENERAL
 TRUSTEE(S)
 GUARDIAN/CONSERVATOR
 OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER(S) OTHER THAN NAMED ABOVE

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

NOTARY PUBLIC
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
1:1 PM 7/2/01
AND FILED
1:1 PM 7/2/01