

20000011998

Robert G. Clements  
Attorney at Law

Tel (407) 521-8883  
(407) 926-4395  
Fax (407) 521-6223

37 North Orange Avenue  
Suite 500  
Orlando, Florida 32801

July 18, 2001

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

7/19

200004486962--4  
-07/20/01--01012--001  
\*\*\*125.00 \*\*\*125.00

Re: Article of Organization for Alliance Health Care Center of Orlando, LLC

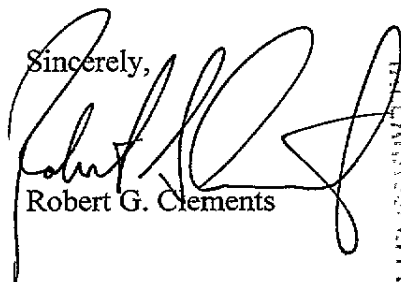
Dear Madame/Sir:

Enclosed please find the Articles of Organization for Alliance Health Care Center of Orlando, LLC, and a money order for \$125.00 made payable to the Florida Department of State to cover the filing fee and registered agent fee.

Please accept the articles for filing and send me an acknowledgement of the filing.

Thank you for your assistance. Please contact me if you have any questions regarding this matter.

Sincerely,

  
Robert G. Clements

RGC/  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUL 19 PM 4:40

FILED

**ARTICLES OF ORGANIZATION OF  
ALLIANCE HEALTH CARE CENTER OF ORLANDO, LLC**

**ARTICLE I  
NAME**

The name of the limited liability company is Alliance Health Care Center of Orlando, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The Company's mailing address and the street address of its principal office is:

Alliance Health Care Center of Orlando, LLC  
5542 Lake Howell Rd.  
Winter Park, Florida 32792

**ARTICLE III  
DURATION AND CONTINUATION**

The Company's existence will commence upon the filing of these Articles with the Florida Department of State, and the Company will exist perpetually, unless terminated in accordance with the Company's Operating Agreement.

**ARTICLE IV  
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V  
REGISTERED AGENT AND REGISTERED OFFICE  
AND REGISTERED AGENT'S SIGNATURE**

The Company designates, 5542 Lake Howell Rd., Winter Park, Florida 32792, as the street address of the initial registered agent of the Company and Maria Turk as the initial registered agent at that address to accept service of process within this state.

Having been named as registered agent and 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.

  
Maria Turk, Registered Agent

FILED  
01 JUL 19 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**ADDITIONAL MEMBERS**

Additional members may be admitted as provided in the Company's Operating Agreement.

**ARTICLE VII**  
**MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Operating Agreement of the Company.

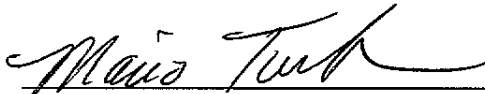
**ARTICLE VIII**  
**MANAGEMENT**

The Company affairs will be conducted, carried on, and managed by the members of the Company with the obligations and responsibilities set forth in the Company's Operating Agreement.

**ARTICLE IX**  
**OPERATION AGREEMENT**

The power to adopt, alter, amend, or repel the Operating Agreement of the Company will be with the members of the Company.

Dated this 18 day of July, 2001.



Maria Turk, Member

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.