

**L01000014733**  
**Waterford Convalescent Center Operations, L.L.C.**

August 23, 2001

**Via UPS Overnight Mail**

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600004555096--3  
-08/24/01--01045--019  
\*\*\*\*125.00 \*\*\*\*125.00

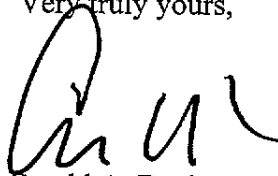
**RE: Waterford Convalescent Center Operations, L.L.C.**

Dear Sir/Madam:

Please find enclosed Articles of Organization for the above-referenced limited liability company, and a check in the amount of \$125.00 to cover the filing fees.

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

Very truly yours,

  
Gerald A. Dechow

/acb  
Enclosures

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ARTICLES OF ORGANIZATION  
OF  
WATERFORD CONVALESCENT CENTER OPERATIONS, L.L.C.

ARTICLE I - Name

The name of the Limited Liability Company is Waterford Convalescent Center Operations, L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 5922 Cattlemen Lane, Suite 203, Sarasota, FL 34232.

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is 5922 Cattlemen Lane, Suite 203, Sarasota, FL 34232, and the name of its initial registered agent at such office is Gerald A. Dechow.

ARTICLE IV - Management

The Company is to be managed by one or more managers and is therefore a manager-managed company.



Gerald A. Dechow, Authorized Signor  
Date: August 23, 2001

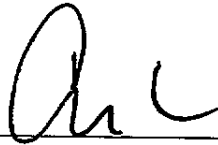
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WATERFORD CONVALESCENT CENTER OPERATIONS, L.L.C.

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.



Gerald A. Dechow

Date: August 23, 2001

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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