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(City/State/Zip/Phone #)

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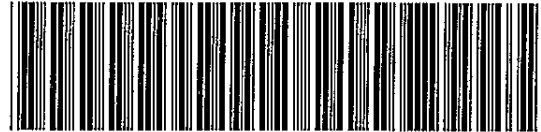
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03 FEB -4 AM 8:58  
FEB 04 2003  
FEB 04 2003

**RUDEN  
McCLOSKEY  
SMITH  
SCHUSTER &  
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February 3, 2003

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

*Via Federal Express*

**IN RE: PHOENIX OF VERO, LLC**

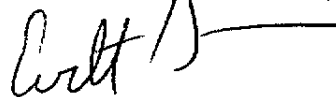
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Organization and the Affidavit of Membership & Contributions for the above-named limited liability company. In addition, a check in the amount of \$125.00 is enclosed for the filing fee and Registered Agent fee.

Please file the original of the enclosed Articles of Organization and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated. Thank you very much. I am

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.



Evett L. Simmons, Esquire

Enclosures

**ARTICLES OF ORGANIZATION  
OF  
PHOENIX OF VERO, LLC  
a Florida Limited Liability Company**

FILED  
03 FEB -4 AM 8:58  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:


1. NAME. The name of the Limited Liability Company is *PHOENIX OF VERO, LLC* (the "Company").
2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 1110 Poitras Drive, Vero Beach, Florida 34963.
3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, are: David Page, 1110 Poitras Drive, Vero Beach, Florida 34963.
4. MANAGEMENT. The business of the limited liability company shall be managed by a manager and is, therefore, a manager-managed company. The name and address of the person who shall serve until a successor is elected and qualified is David Page, 1110 Poitras Drive, Vero Beach, Florida 34963.
5. MEMBERSHIP RESTRICTIONS. Members shall have the right to admit new members by unanimous consent. Contributions of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the

limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

The undersigned has executed these Articles of Organization on the 3<sup>rd</sup> day of February, 2003.

By:   
David Page, Authorized Person


**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: *PHOENIX OF VERO, LLC.*
2. The name and address of the registered agent and office are:

David Page  
1110 Poitras Drive  
Vero Beach, Florida 34963

*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 its 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.*

  
\_\_\_\_\_  
David Page, Registered Agent

Date: February 3rd, 2003