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LIMITED LIABILITY COMPANY

Prominent Residential Care, LLC

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**ARTICLES OF ORGANIZATION
OF
PROMINENT RESIDENTIAL CARE, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is Prominent Residential Care, LLC (the "Company").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Company are:

3721 Rose Street
Jacksonville, Florida 32208

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Company will exist perpetually commencing on the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

Prepared by Tammy D. Butler
Florida Bar No. 0179914
Driver & McAfee, P.L.
225 Water Street, Suite 2020
Jacksonville, Florida 32202
904-301-1265

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TALLAHASSEE, FLORIDA

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ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (i) designates 3721 Rose Street, Jacksonville, Florida 32208 as the street address of the Company's registered office, and (ii) names Loretta Benefield, as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal this 5th day of August, 2003.

PROMINENT RESIDENTIAL CARE, LLC

By: Tammy D. Butler
Tammy D. Butler, Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: August 5, 2003


Loretta Benefield

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