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LEONARD, O'BRIEN SPENCER, GALE & SAYRE

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TALLAHASSEE, FLORIDA

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* Certified Real Property
Law Specialist
(Minnesota State Bar Association)
** Retired Status

Internet: www.losgs.com
Reply to: *Minneapolis*

January 28, 2004

Secretary of State
Florida Department of State
R. A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

VIA FEDERAL EXPRESS

Re: Water's Edge of Brandon, LLC
Water's Edge of Bradenton, LLC

Dear Secretary:

Enclosed for filing please find Articles of Organization for each of the above-named entities. Please provide me with a certified copy of each filed record. I have enclosed this firm's check in the amount of \$310 to cover both filing fees and both certified copy of record fees. Please contact me immediately should you have any questions or need anything further. Thank you.

Very truly yours,

LEONARD, O'BRIEN
SPENCER, GALE & SAYRE, LTD.

By



Lori J. Ludke

E-Mail: lludke@losgs.com

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TALLAHASSEE, FLORIDA

Enclosures

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 5, 2004

LORI LUDKE
55 EAST FIFTH STREET, SUITE 800
SAINT PAUL, MN 55101-1718

SUBJECT: WATER'S EDGE OF BRANDON, LLC
Ref. Number: W04000005046

We have received your document for WATER'S EDGE OF BRANDON, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 004A00007814

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: **Water's Edge of Brandon, LLC**

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

**5550 26th Street West, Suite 3
Bradenton, Florida 34207**

Mailing Address:

**c/o Florida Christian Homes Senior Housing, Inc.
7807 Creekridge Circle
Minneapolis, Minnesota 55439-2609**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is a member-managed Limited Liability Company. The Limited Liability Company shall be managed by the managing member who is (are) designated, appointed or elected to act in such capacity below and in accordance with the Operating Agreement of the Limited Liability Company. The persons or entities who are designated or appointed as managing member shall carry out and further the decisions and actions of the managers and member(s) made pursuant to the Operating Agreement and shall be authorized to execute on any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.

The name and address of the Managing Member is as follows:

Managing Member

Florida Christian Homes Senior Housing, Inc.
7807 Creekridge Circle
Minneapolis, Minnesota 55439-2609

(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.)



Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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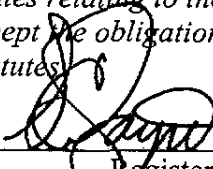
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

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

1. The name of the limited liability company is **Water's Edge of Brandon, LLC**
2. The name and the Florida street address of the registered agent are:

Florida Christian Homes, Inc.
5550 26th Street West, Suite 3
Bradenton, Florida 34207

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.



Registered Agent's Signature

ATTORNEY FOR FLORIDA CHRISTIAN
HOMES, INC.

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TALLAHASSEE, FLORIDA