

May-24-04

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From: Katz Barron Squitero Faust, PA

To: [REDACTED]

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LIMITED LIABILITY COMPANY

RSC ATRIUM, LLC

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ARTICLES OF ORGANIZATION

OF

RSC ATRIUM, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the limited liability company is RSC ATRIUM, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the limited liability company is 1660 N.E. Miami Gardens Drive, Suite One, North Miami Beach, Florida 33179.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 2699 South Bayshore Drive, Seventh Floor, Miami, Florida 33133, and the name of the registered agent of this Company at that address is CORPCO, INC.

ARTICLE IV

DURATION AND EFFECTIVE DATE

The period of this Company's duration shall be perpetual.

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ARTICLE V

PURPOSE

The Company's purpose is limited solely to owning, holding, selling, leasing, transferring, exchanging, operating and managing the real property and the improvements thereon located at 1080 N.W. 15th Street, Boca Raton, Florida and the operation of the senior living facilities therein and thereon, and transacting any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing.

ARTICLE VI

The business of the Company shall be manager-managed by two Managers. The Managers shall hold the office and have the responsibility accorded to them by the members. The initial Managers who are to serve until the first annual meeting of Members or until their successors are elected and qualified, are:

Avi Bittan
1660 N.E. Miami Gardens Drive
Suite One
North Miami Beach, Florida 33179

Aharon Soffer
1660 N.E. Miami Gardens Drive
Suite One
North Miami Beach, Florida 33179

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal this 19 day of May, 2004.


Avi Bittan

Authorized Representative of a Member

This instrument prepared by:
ANNA KFRIMSHTEIN, ESQUIRE
Florida Bar No: 0153419
KATZ BARRON SQUITERO FAUST
2699 South Bayshore Drive, Seventh Floor
Miami, Florida 33133-5408
(305) 856-2444
Fax: (305) 285-9227

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 24 day of May, 2004.

CORPCO, INC.


Name: Erick L. English
Office: Vice President

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This instrument prepared by:
ANNA KFRMSHTEIN, ESQUIRE
Florida Bar No: 0153419
KATZ BARRON SQUITERO FAUST
2699 South Bayshore Drive, Seventh Floor
Miami, Florida 33133-5408
(305) 856-2444
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