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DEPT. OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRMAN JUN - 7 2004

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May 25, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Amicorp Living Systems, LLC

Dear Sirs:

Enclosed please find the following:

1. Original Articles of Organization of Amicorp Living Systems, LLC
2. Original Certificate of Designation of Registered Agent/Registered Office
3. Conformed copies of each of the above documents
4. Check in the amount of \$125.00 for the filing fee and designation of agent made payable to the State of Florida.

Please file the enclosed documents immediately for Amicorp Living Systems, LLC. If you need any additional information or documents, please contact me at the above number or address. Thank you for your time and attention to this matter.

Very sincerely yours,
BAUER & FIEDLER, P.A.


Kirk T. Bauer

KTB:mh
Enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
AMICORP LIVING SYSTEMS, LLC**

Article I

The name of the limited liability company ("Company") is AMICORP LIVING SYSTEMS, LLC.

Article II

The mailing and street address of the Company's principal office is 400 Nut Tree Drive, DeLand, FL 32724. The members shall have the power and authority to establish branch offices, or to change the location of the principal office, to such other places as the members may designate.

Article III

The period of duration for the Company is perpetual.

Article IV

The name of the Company's initial registered agent in Florida is Kent T. Titcomb. The address of the Company's registered office in Florida is 400 Nut Tree Drive, DeLand, Florida 32724.

Article V

The Company is to be managed by the Members. The Initial Managing Member will serve until the first annual meeting of the Members. The Initial Managing Member is identified as follows:

Kent S. Titcomb
400 Nut Tree Drive
DeLand, FL 32724

Article VI

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. The initial member is:

Kent S. Titcomb
400 Nut Tree Drive
DeLand, FL 32724

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TALLAHASSEE, FLORIDA

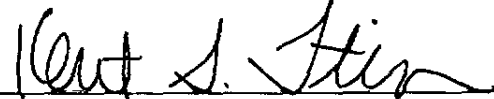
Article VII

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company as provided in the Company's Regulations.

Article VIII

The power to adopt, alter, amend, or repeal the Regulations of the Company is vested entirely in the Members and any such adoption, alteration, amendment or repeal must be done by unanimous written consent of the Members.

IN WITNESS WHEREOF, the undersigned member and authorized representative has executed these Articles of Organization on this 25th day of May, 2004, at DeLand, Florida.


KENT S. TITCOMB

(In accordance with Section 608.408(2) Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 608.415 or 608.507, 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 AMICORP LIVING SYSTEMS, LLC.

2. The name and address of the Registered Agent and Office is:

KENT S. TITCOMB
400 Nut Tree Drive
DeLand, Florida 32724

AMICORP LIVING SYSTEMS, LLC

By: 

KENT S. TITCOMB

Authorized Representative

Having been named as Registered Agent to accept service of process for the above-named 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.

Dated: _____


Kent S. Titcomb

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