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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**RSC OAKLEAF GREENVILLE, LLC**

|                       |          |
|-----------------------|----------|
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| Page Count            | 03       |
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**ARTICLES OF ORGANIZATION**

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**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RSC OAKLEAF GREENVILLE, 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 OAKLEAF GREENVILLE, 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

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PURPOSE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 1560 Thornblade Boulevard, Greenville, South Carolina 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.

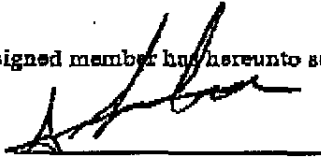
ARTICLE VI

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 16 day of August, 2004.



Aharon Soffer  
Authorized Representative of a Member

This instrument prepared by:  
ANNA KFERMENTEN, ESQUIRE  
Florida Bar No: 0153419  
KATZ BARRON SQUITERO FAUST  
2659 South Bayshore Drive, Seventh Floor  
Miami, Florida 33123-3408  
(305) 856-2444  
Fax: (305) 285-9227  
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ACCEPTANCE OF REGISTERED AGENT

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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 16 day of August, 2004.

CORPCO, INC.

By: [Signature] V.P.  
Name: Marc L. Faust  
Office: Vice President

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This instrument prepared by:  
ANNA KfirMSHTEIN, ESQUIRE  
Florida Bar No: 0153419  
KATZ BARRON SQUITERO FAUST  
2699 South Bayshore Drive, Seventh Floor  
Miami, Florida 33133-5408  
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