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05 JUL 27 2005

Need original date filing

HOLCOMB & MAYTS, P.A.

Attorneys And Counselors at Law
106 S. TAMPANIA AVE., STE 200
TAMPA, FLORIDA 33609
Phone: (813) 874-8800
Fax: (813) 874-8700

VICTOR W. HOLCOMB

ANDREW J. MAYTS, JR.

July 13, 2005

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

RE: Grand Oak Manor, LLC
Articles of Organization Document Number L05000062870
Our File No.: 1132.00

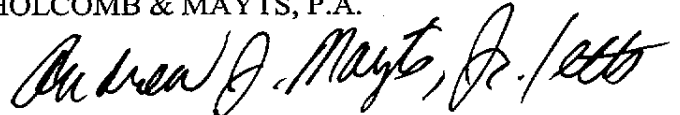
To Whom It May Concern:

Enclosed herewith please find the original Amended Articles of Organization of Grand Oak Manor, LLC. I am also enclosing our check in the amount of \$25.00 to cover the cost of filing the Amended Articles.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

HOLCOMB & MAYTS, P.A.

A handwritten signature in black ink, reading "Andrew J. Mayts, Jr." followed by a stylized flourish.

Andrew J. Mayts, Jr.

AJM:eth

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 22, 2005

ANDREW J. MAYTS, JR.
HOLCOMB & MAYTS, P.A.
106 S. TAMPANIA AVE., STE 200
TAMPA, FL 33609

SUBJECT: GRAND OAK MANOR, LLC
Ref. Number: L05000062870

We have received your document for GRAND OAK MANOR, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the original date of filing/authorization in Florida.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 705A00048117

05 JUL 27 AM 8:05

**AMENDED ARTICLES OF ORGANIZATION
OF**

GRAND OAK MANOR, LLC

original File date June 20, 2005

I, **JUDITH THOMAS RIVENBARK** hereby file these Amended Articles of Organization as a member of the **GRAND OAK MANOR, LLC**, a Florida limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

ARTICLE I

GRAND OAK MANOR, LLC

The name of the limited liability company to be formed hereunder is **GRAND OAK MANOR, LLC**.

ARTICLE II

DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective upon the filing of these Articles of Organization, and shall continue perpetually, unless so terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III

PURPOSES

The purpose of the limited liability company is to engage in the operation of an adult family care home or other related services and products, either on its own or in conjunction with others, as well as to conduct any other lawful activities mutually agreeable to the Members.

ARTICLE IV

POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

ARTICLE V

MAILING ADDRESS AND PLACE OF BUSINESS

The address in Florida for the limited liability company is: 4305 Mullins Rd., Tampa, FL 33614.

ARTICLE VI
MANAGEMENT/MEMBERS

The limited liability company shall be managed by its members. The limited liability company consists of one member:

JUDITH THOMAS RIVENBARK

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 201 N. Armenia Ave., Tampa, Florida, 33609, and the name of its initial registered agent is Andrew J. Mayts, Jr., Esquire.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 11th day of July, 2005.

Judith Thomas Rivenbark
JUDITH THOMAS RIVENBARK

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th day of July, 2005, by **JUDITH THOMAS RIVENBARK**, who is personally known to me or produced License as identification, as an authorized representative of the members of **GRAND OAK MANOR, LLC**, as his free act and deed for the uses and purposes therein stated.

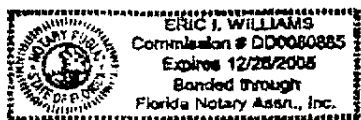
#R151-438-46-911-0

[Signature]

NOTARY PUBLIC

Commission Number: _____

My Commission Expires: 12/26/2005



ARTICLES OF ORGANIZATION

OF

GRAND OAK MANOR, LLC

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of GRAND OAK MANOR, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 13 day of July, 2005.

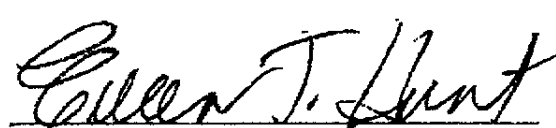


ANDREW J. MAYTS, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of July, 2005, by ANDREW J. MAYTS, JR., who is personally known to me, as Registered Agent for GRAND OAK MANOR, LLC.





NOTARY PUBLIC
Commission Number: _____
My Commission Expires: _____