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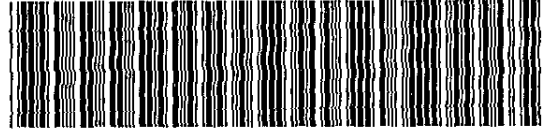
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CAPITAL CONNECTION, INC.

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Heron House of Ft. Myers, LLC

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**ARTICLES OF ORGANIZATION
OF
HERON HOUSE OF FT. MYERS, LLC**

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The undersigned, R. TOM CHAPMAN and JAMES SOPER, as the subscribers to these Articles of Organization, hereby present these Articles for the formation of a limited liability company under the provisions of Florida Statutes Chapter 608.

**ARTICLE I.
NAME OF LIMITED LIABILITY COMPANY**

The name of the limited liability company shall be HERON HOUSE OF FT. MYERS, LLC

**ARTICLE II.
TERM OF EXISTENCE**

The existence of this limited liability company shall commence upon the date of filing of these Articles of Organization with the Department of State, State of Florida, and shall be perpetual unless earlier terminated in accordance with the laws of the State of Florida.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business, mailing address and initial registered office of the limited liability company shall be 2435 First Avenue North, St. Petersburg, FL 33713, located in Pinellas County, Florida, but the limited liability company shall have the power to establish branch offices and other places of businesses at such other place or places within or without the State of Florida as may be determined and deemed expedient.

**ARTICLE IV.
INITIAL REGISTERED AGENT**


The initial registered agent of the limited liability company shall be the following named person at the following address:

NAME OF REGISTERED AGENT:	DAVID A. BACON
ADDRESS OF REGISTERED AGENT:	2959 First Avenue North St. Petersburg, Florida 33713

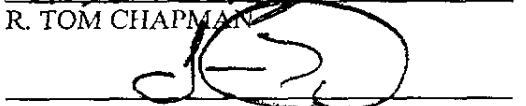
**ARTICLE V.
MANAGEMENT**

The Limited Liability Company created and formed by the filing of these Articles of Organization shall be a member-managed company. R. Tom Chapman and James Soper are the initial Managing Members, each holding an equal (50%) membership interest.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 28 day of July, 2005.



R. TOM CHAPMAN




JAMES SOPER

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared R. TOM CHAPMAN, to me well known and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 28th day of July, 2005.

My Commission Expires: MAY 1, 2006
 Judith A. Raney
My Commission DD112364
Expires May 1, 2006



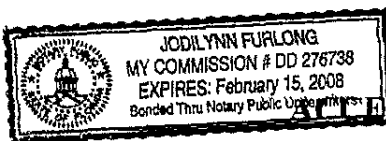
Notary Public JUDITH A. RANEY

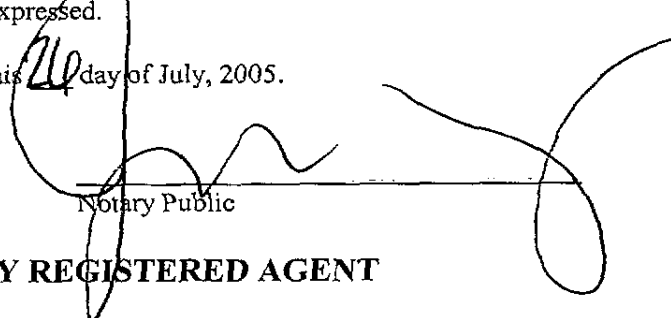
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared JAMES SOPER, to me well known and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 28 day of July, 2005.

My Commission Expires:



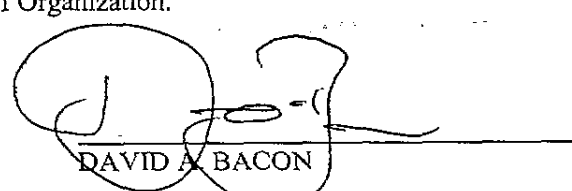


Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of HERON HOUSE OF FT. MYERS, LLC which is contained in the foregoing Articles of Organization.

Dated this 4 day of August, 2005.



DAVID A. BACON