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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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01/30/06--011031--003 **78.75

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 6, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SALTER, FEIBER, MURPHY, HUTSON & MENET, P.A.
ATTN: DENISE LOWRY HUTSON
P.O. BOX 357399
GAINESVILLE, FL 32635-7399

SUBJECT: GREYSTONE OF GAINESVILLE, LLC
Ref. Number: W06000005799

We have received your document for GREYSTONE OF GAINESVILLE, LLC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$51.25.

Please return 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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 206A00008545

LAW OFFICES

SALTER, FEIBER, MURPHY, HUTSON & MENET, P.A.

POST OFFICE BOX 357399
GAINESVILLE, FLORIDA 32635-7399

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GAINESVILLE, FLORIDA 32605

TELEPHONE (352) 376-8201

FAX (352) 376-7996
REAL ESTATE FAX (352) 376-0648

January 27, 2006

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Greystone of Gainesville LLC.
Articles of Organization
Our File #: 06-0117.3**

Dear Sir/Madam:

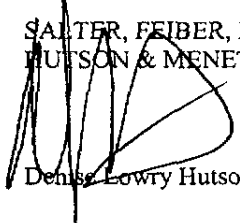
In reference to the above, you will please find enclosed an original and one (1) copy each of the Articles of Organization.

Also enclosed please find this firm's check in the amount of \$78.75 made payable to the Florida Department of State to cover the filing fee and designation of registered agent.

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

SALTER, FEIBER, MURPHY,
HUTSON & MENET, P.A.


Denise Lowry Hutson

DLH/jm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GREYSTONE OF GAINESVILLE, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves for the purpose of becoming a limited liability company in the State of Florida in accordance with the Florida Limited Liability Company Act (Florida Statutes Chapter 608), providing for the formation, privileges, rights and immunities of limited liability companies for profit. We further declare that the following Articles of Organization shall serve as the Charter and authority for conduct of business of this limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be GREYSTONE OF GAINESVILLE, LLC, and the mailing and street address of its principal place of business shall be 2321-A2 NW 41st Street, Gainesville, FL 32606, but shall have the authority and power to establish additional offices at any other place or places as the Member may designate.

ARTICLE II

PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which this limited liability company is authorized to transact, shall be as follows:

1. To engage in any and all activity or business authorized under the laws of the State of Florida and its statutes, including the ownership or leasing of personal property, whether intangible or tangible, or real property, or both.

2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles of Organization to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any entity, person, association, partnership, corporation or limited liability company carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles of Organization; and to hold, utilize and in any manner dispose of the property and rights so acquired the same.

4. To enter into and make all necessary contracts for its business with any entity, person, association, partnership, corporation or limited liability company, domestic or foreign, or any domestic or foreign state, government, or governmental

authority, or of any political or administrative subdivision or department and to perform and carry out, assign, cancel or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles of Organization and otherwise granted or permitted by the laws of the State of Florida and its statutes, while acting as agent, nominee or attorney-in-fact and agent for any entity, person, association, partnership, corporations or limited liability company.

6. To perform any service under contract or otherwise for any entity, person, association, partnership, corporation or limited liability company, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interests of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida and its statutes, providing for the formation, privileges, rights and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in the Articles of Organization, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the United States or the State of Florida.

8. To exercise any and all privileges, powers and rights in connection with the business, powers or actions of a limited liability company for profit not inconsistent or in contravention of the laws of the United States or the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the conditions and terms of any other clause. The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be regarded as independent purposes and powers. Nothing contained in these Articles of Organization shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the United States or the State of Florida, lawfully carry on, exercise or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed and directed by the Members of this limited liability company. These Articles of Organization may be amended from time to time in accordance with the Regulations of this limited liability company by the unanimous written consent or majority vote of the Members of this limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one or more Managers as designated by its Members from time to time. The initial Board of Managers shall consist of two Managers who shall serve until the first Annual Meeting of Members of this limited liability company.

The initial Manager is identified as follows:

Thomas C. Spain
2321-A2 NW 41st Street
Gainesville, FL 32606

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members. Additional members may be admitted 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 of their admission and the conditions and terms of such admission. A Member's interest in this limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the existing Members or in accordance with the Regulations of this limited liability company. On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in this limited liability company, the remaining Members shall have the right to continue the business by majority vote of the remaining Members.

ARTICLE VI

LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, any Member of this limited liability company shall be an agent of this limited liability company solely by virtue of being a Member thereof, and no Member shall have the authority to incur debt or contractual liability on behalf of this limited liability company solely by virtue of being a Member thereof.

ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions, as determined by the initial Member of this limited liability company, and thereafter by its Members as described herein, shall be paid to this limited liability company by its Members as determined by the Member's respective interests in this limited liability company. Additional contributions will be made as required for investment and business purposes upon the unanimous written consent of the Members of this limited liability company. Members will make additional contributions in accordance with their respective interests in this limited liability company.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually, beginning on the date these Articles of Organization designate in Article X herein, or until dissolved in a manner provided by the laws of the State of Florida and its statutes, or as provided in the Regulations adopted by the Members of this limited liability company.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The name of this limited liability company's initial registered agent is Thomas C. Spain. The mailing and street address of this limited liability company's initial registered office is 2321-A2 NW 41st Street, Gainesville, FL 32606.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

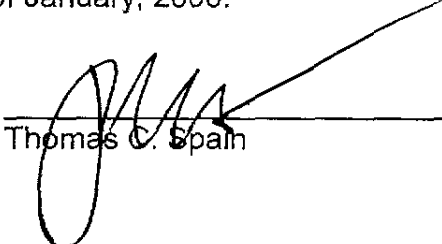
ARTICLE X

EFFECTIVE DATE

2006 FEB 22 P 2:03

The effective date of this limited liability company shall be January 26, 2006. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization, this 26th day of January, 2006.

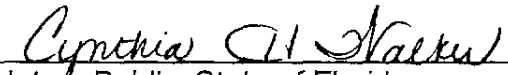


Thomas C. Spain

STATE OF FLORIDA
COUNTY OF ALACHUA

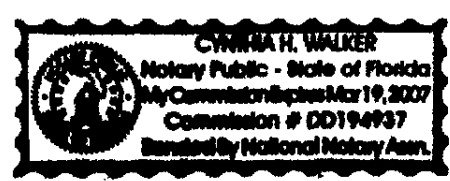
The foregoing was acknowledged before me this 26 day of January, 2006, by Thomas C. Spain who

✓ is personally known to me
_____ produced _____ as identification.



Notary Public, State of Florida

My commission expires:



2006 FEB 22 P 2:03
 eated-Liability

RECEIVED
CLERK OF THE
SUPREME COURT
JAN 10 1963
TO be Thomas C.

Thomas C. Spain
Dated: January 24, 2006

CYNTHIA H. WALKER
Notary Public - State of Florida
My Commission Expires Mar 19, 2007
Commission # DD194937
Bonded By National Notary Assn.

**ARTICLES OF ORGANIZATION
OF
GREYSTONE OF GAINESVILLE, LLC**

FILED

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The undersigned certify that we have associated ourselves for the purpose of becoming a limited liability company in the State of Florida in accordance with the Limited Liability Company Act (Florida Statutes Chapter 608), providing for the formation, privileges, rights and immunities of limited liability companies for profit. We further declare that the following Articles of Organization shall serve as the Charter and authority for conduct of business of this limited liability company.

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PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which this limited liability company is authorized to transact, shall be as follows:

1. To engage in any and all activity or business authorized under the laws of the State of Florida and its statutes, including the ownership or leasing of personal property, whether intangible or tangible, or real property, or both.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles of Organization to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any entity, person, association, partnership, corporation or limited liability company carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles of Organization; and to hold, utilize and in any manner dispose of the property and rights so acquired the same.
4. To enter into and make all necessary contracts for its business with any entity, person, association, partnership, corporation or limited liability company, domestic or foreign, or any domestic or foreign state, government, or governmental

authority, or of any political or administrative subdivision or department and to perform and carry out, assign, cancel or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles of Organization and otherwise granted or permitted by the laws of the State of Florida and its statutes, while acting as agent, nominee or attorney-in-fact and agent for any entity, person, association, partnership, corporations or limited liability company.

6. To perform any service under contract or otherwise for any entity, person, association, partnership, corporation or limited liability company, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interests of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida and its statutes, providing for the formation, privileges, rights and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in the Articles of Organization, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the United States or the State of Florida.

8. To exercise any and all privileges, powers and rights in connection with the business, powers or actions of a limited liability company for profit not inconsistent or in contravention of the laws of the United States or the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the conditions and terms of any other clause. The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be regarded as independent purposes and powers. Nothing contained in these Articles of Organization shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the United States or the State of Florida, lawfully carry on, exercise or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under direction of the Members of this limited liability company. These Articles of Organization may be amended from time to time in accordance with the Regulations of this limited liability company by the unanimous written consent or majority vote of the Members of this limited liability company.

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Capital contributions, as determined by the initial Member of this limited liability company, and thereafter by its Members as described herein, shall be paid to this limited liability company by its Members as determined by the Member's respective interests in this limited liability company. Additional contributions will be made as required for investment and business purposes upon the unanimous written consent of the Members of this limited liability company. Members will make additional contributions in accordance with their respective interests in this limited liability company.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually, beginning on the date these Articles of Organization designate in Article X herein, or until dissolved in a manner provided by the laws of the State of Florida and its statutes, or as provided in the Regulations adopted by the Members of this limited liability company.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The name of this limited liability company's initial registered agent is Thomas C. Spain. The mailing and street address of this limited liability company's initial registered office is 2321-A2 NW 41st Street, Gainesville, FL 32606.

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Florida Statutes Section 608.415 of the Florida Limited Liability Company Act, this limited liability company whose name is GREYSTONE OF GAINESVILLE, LLC designates its initial registered agent and office to be Thomas C. Spain, 2321-A2 NW 41st Street, Gainesville, Florida, 32606. Having been named the initial registered agent for GREYSTONE OF GAINESVILLE, LLC to accept service of process for this limited liability company at the place designated in these Articles of Organization and this certificate, I hereby accept this appointment as the initial registered agent of this limited liability company and agree to act in this capacity. I further to agree to comply with the provisions of all Florida Statutes relating to the complete and proper performance of my duties and I am familiar with and accept the obligations of my position as the initial registered agent of this limited liability company.

Thomas C. Spain
Dated: January 24, 2006

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing was acknowledged before me this 22nd day of January, 2006,
THOMAS C. SPAIN, who

✓ is personally known to me
produced _____ as identification.

Cynthia N Walker
Notary Public, State of Florida

My commission expires:

