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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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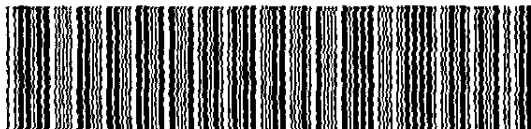
(Business Entity Name)

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*[Signature]*

**MARK E. CLEMENTS, P.A.**  
ATTORNEYS AT LAW

**MARK E. CLEMENTS**

 Certified as an Elder Law Attorney by the  
National Elder Law Foundation  
WILLS - ESTATES - ESTATE PLANNING  
ELDER LAW - MEDICAID - NURSING HOME  
GUARDIANSHIPS - MEDIATION  
CORPORATE AND BUSINESS LAW

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**TIMOTHY L. FLANAGAN**  
OF COUNSEL

April 7, 2006

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Geriatric Care Partners, LLC

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Organization, Designation of Registered Agent for the above-referenced limited liability company, and a check in the amount of \$155.00 representing the filing fee, designation of registered agent fee, and certified copy fee. Please return a certified copy of such documents in the enclosed self-addressed, stamped envelope. Should you have any questions please do not hesitate to contact our office.

Sincerely,



Julie Hance, Legal Assistant to  
MARK E. CLEMENTS, ESQUIRE

/jeh

Enclosures

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**Statement Required by U.S. Treasury Department**

To the extent this message contains tax advice, the U.S. Treasury Department requires us to inform you that any tax advice in this correspondence is not intended or written by our firm to be used, and cannot be used by any taxpayer, for the purpose of avoiding any penalties that may be imposed under the Internal Revenue Code. Advice from our firm relating to Federal tax matters may not be used in promoting, marketing or recommending any entity, investment plan or arrangement to any taxpayer.

ARTICLES OF ORGANIZATION  
OF  
GERIATRIC CARE PARTNERS, L.L.C.

Pursuant to the provisions Chapter 608 of the Florida Statutes ("the Florida Limited Liability Company Act"), the undersigned organizers, Allen & Olson Management Services, L.L.C., and Sherrill N. Vogel, hereby adopt the following Articles of Organization.

ARTICLE I

NAME: The name of the limited liability company shall be: Geriatric Care Partners  
L.L.C.

ARTICLE II

TERM: The existence of the limited liability company will be perpetual.

ARTICLE III

ADDRESS: The mailing address and street address of the principal office of the company is:

Mailing Address:

P.O. Box 2924  
Lakeland, Florida 33806

Street Address:

500 S. Florida Avenue, #340  
Lakeland, Florida 33801

ARTICLE IV

REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of the limited liability company are:

Edward A. Allen  
500 S. Florida Avenue, #340  
Lakeland, Florida 33801

ARTICLE V

MANAGEMENT: The limited liability company shall be managed by one or more managers selected by the members for the management of the business and affairs of the company. Management authority shall be vested solely in its members, each member having equal management authority. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

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Name:

Allen & Olson Management Services, LLC

Sherrill N. Vogel

Address:

500 South Florida Avenue  
Suite 340  
Lakeland, Florida 33801

1117 Sandpiper Court  
Lakeland, FL 33813

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TALLAHASSEE FLORIDA

ARTICLE VI

PURPOSE: The purposes for which the GERIATRIC CARE PARTNERS, L.L.C. is formed are:

- (A) To provide service for disabled individuals and aged or infirmed members of society and otherwise deal in the geriatric care industry within and outside the State of Florida, subject to such laws and regulations governing the licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Section 608 of the Statutes of the State of Florida.

ARTICLE VII

ADMINISTRATION OF NEW MEMBERS: No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

ORGANIZER: The name and address of the organizer is:

Allen & Olson Management Services, L.L.C.  
500 South Florida Avenue  
Suite 340  
Lakeland, Florida 33801

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Lakeland, Florida, on this 4 day of ~~March~~ April, 2006.

Edd aa

Edward A. Allen, Member  
Allen & Olson Management Services, L.L.C.

STATE OF FLORIDA  
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 4 day of ~~March~~ April, 2006  
Edward A. Allen, who is personally known to me or who produced \_\_\_\_\_  
\_\_\_\_\_ as identification.

My commission expires:

u/a  
Notary Public - State of Florida

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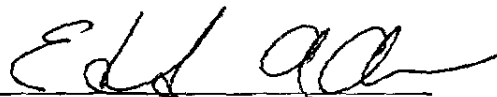
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415, GERIATRIC CARE PARTNERS, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Geriatric Care Partners, L.L.C.
2. The name and street address of the registered agent in Florida are:

Edward A. Allen  
500 S. Florida Avenue  
#340  
Lakeland, FL 33801

The undersigned, being the person named in the articles of organization of Geriatric Care Partners, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Edward A. Allen,  
Registered Agent

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