

MAY. 8. 2006-12:58PM

PHELPS DUNBAR TAMPA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ZEPHYRHILLS ASSISTED LIVING, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
ZEPHYRHILLS ASSISTED LIVING, LLC**

**ARTICLE I
Name**

The current name of the Limited Liability Company is:

ZEPHYRHILLS ASSISTED LIVING, LLC

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Limited Liability Company are:

1720 West Cass Street
Tampa, Florida 33606

**ARTICLE III
Duration**

The period of duration for the Limited Liability Company is perpetual.

**ARTICLE IV
Registered Agent and Registered Address**

The name and the street address of the registered agent are:

Daniel G. Musca
Phelps Dunbar LLP
100 South Ashley Drive
Suite 1900
Tampa, Florida 33602

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ARTICLE V
Indemnification

The Limited Liability Company shall, to the full extent permitted by Section 608.4229 of the Florida Limited Liability Company Act, as amended from time-to-time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article VI shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the Operating Agreement of the Limited Liability Company, by other agreement or otherwise.


Daniel G. Musca, its Authorized Representative

Dated: May 8, 2006

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE AND AFFIRMATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the 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.


Daniel G. Musca, Registered Agent

Dated: May 8, 2006

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