

JUL-11-2006(TUE)

14:22 CARLTON FIELDS

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Division of Corporations

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Florida Department of State

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

RSC BROOKSTONE, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H06000177170 3

ARTICLES OF ORGANIZATION
OF
RSC BROOKSTONE, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of RSC BROOKSTONE, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is: RSC BROOKSTONE, LLC

ARTICLE TWO

ADDRESS

The street address and the mailing address of the Company is: 1660 N.E. Miami Gardens Drive, Suite One, North Miami Beach, Florida 33179.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: Royal Senior Care, LLC, 1660 N.E. Miami Gardens Drive, Suite One, North Miami Beach, Florida 33179.

ARTICLE FOUR

DURATION

The period of this Company's duration shall be perpetual.

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ARTICLE FIVE

PURPOSE

The Company's purpose is limited solely to owning, holding, selling, leasing, transferring, exchanging, operating and managing the real property and the improvements thereon located at 5235 Stilesboro Road, Kennesaw, Cobb County, Georgia and the operation of the senior living facilities therein and thereon, and transacting any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing.

ARTICLE SIX

MANAGEMENT

The Company will be a manager-managed company.

ARTICLE SEVEN

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she/it is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she/it acted in good faith and in a manner he/she/it reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/its conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her/it in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she/it may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

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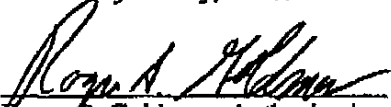
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IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a member of the Company as of the 10th day of July, 2006.


Roger S. Goldman, Authorized
Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for RSC BROOKSTONE, LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, AHARON SOFFER, on behalf of ROYAL SENIOR CARE, LLC, a Florida limited liability company, hereby agree to accept service of process for RSC BROOKSTONE, LLC, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of said position.

ROYAL SENIOR CARE, LLC

By: 

Aharon Soffer,
Manager

MIAW2461898.1

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