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FLORIDA/FOREIGN LIMITED LIABILITY CO.

LAURELWOOD ASSISTED LIVING FACILITY, LLC

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION
OF
LAURELWOOD ASSISTED LIVING FACILITY, LLC

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The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company.

ARTICLE I
NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is LAURELWOOD ASSISTED LIVING FACILITY, LLC.

ARTICLE II
ADDRESS

The Company's street address of its principal place of business in Florida is 10794 County Ostrich Drive, Pensacola, Florida 32534, and its mailing address is the same, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Member or Members.

ARTICLE III
RESTRICTIONS ON MEMBERSHIP

The Member or Members shall have the right to admit new members by unanimous consent. Contributions required of new Members shall be determined as of the time of admission to the Company. A Member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all Members.

ARTICLE IV
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members. An Operating Agreement adopted by the Member or Members may be repealed or altered and a new Operating Agreement may be adopted by the Member or Members.

ARTICLE V
AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company.

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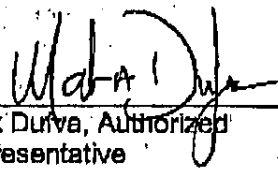
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ARTICLE VI
MANAGEMENT

The Company shall be managed by its member(s).

The undersigned, being the authorized representative of the Company, hereby acknowledges that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: March 1, 2007.


Mark Duva, Authorized
Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered agent and registered office in the State of Florida.

1. The name of the limited liability company is LAURELWOOD ASSISTED LIVING FACILITY, LLC.
2. The name and street address of the registered agent and registered office are: Kevin D. Nelson at 30 South Spring Street, Pensacola, Florida 32502.

LAURELWOOD ASSISTED LIVING
FACILITY, LLC

By: 

Mark A. Dufva

Its: Authorized Representative

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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.

Dated: March 1, 2007.

Kevin D. Nelson
Registered Agent

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