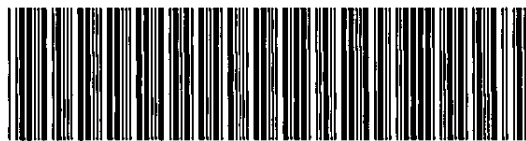


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- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
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**ARTICLES OF ORGANIZATION  
OF  
SOUTHERN SENIOR LIVING, LLC**

The undersigned, R. TOM CHAPMAN, as the subscriber to these Articles of Organization, hereby presents these Articles for the formation of a limited liability company under the provisions of Florida Statutes Chapter 608.

**ARTICLE I.  
NAME OF LIMITED LIABILITY COMPANY**

The name of the limited liability company shall be SOUTHERN SENIOR LIVING, LLC

**ARTICLE II.  
TERM OF EXISTENCE**

The existence of this limited liability company shall commence upon the date of filing of these Articles of Organization with the Department of State, State of Florida, and shall be perpetual unless earlier terminated in accordance with the laws of the State of Florida.

**ARTICLE III.  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business, mailing address and initial registered office of the limited liability company shall be 14550-58th Street North, Clearwater, FL 33760, located in Pinellas County, Florida, but the limited liability company shall have the power to establish branch offices and other places of businesses at such other place or places within or without the State of Florida as may be determined and deemed expedient.

**ARTICLE IV.  
INITIAL REGISTERED AGENT**

The initial registered agent of the limited liability company shall be the following named person at the following address:

NAME OF REGISTERED AGENT:	DAVID A. BACON
ADDRESS OF REGISTERED AGENT:	2959 First Avenue North St. Petersburg, Florida 33713

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**ARTICLE V.  
MANAGEMENT**

The Limited Liability Company created and formed by the filing of these Articles of Organization shall be a member-managed company.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 23 day of April, 2007.

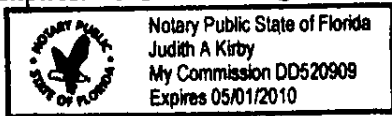
  
R. TOM CHAPMAN

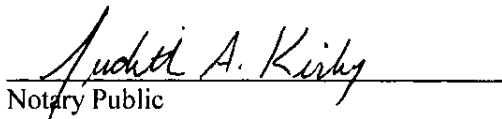
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME personally appeared R. TOM CHAPMAN to me well known and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 23<sup>rd</sup> day of April, 2007

My Commission Expires: 05-01-2010

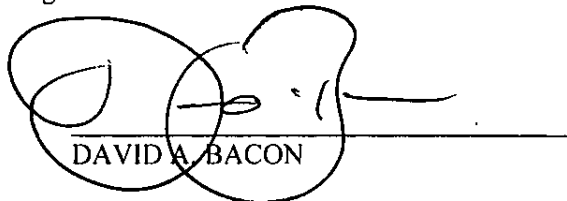


  
Notary Public

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of SOUTHERN SENIOR LIVING, LLC which is contained in the foregoing Articles of Organization.

Dated this 23 day of April, 2007.

  
DAVID A. BACON