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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Mariner's Way of St. Augustine, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
MARINER'S WAY OF ST. AUGUSTINE, LLC**

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company is Mariner's Way of St. Augustine, LLC (the "Company").

ARTICLE II

Principal Office

The street address of the Company's principal office is 601-B South Ponce de Leon Boulevard, St. Augustine, Florida 32084, and the mailing address is Post Office Drawer 70, St. Augustine, Florida 32085-0070.

ARTICLE III

Term of Existence

The Company is to exist perpetually.

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ARTICLE IV

Initial Registered Office and Registered Agent

The street address of the Company's initial registered office is 601-B, South Ponce de Leon Boulevard, St. Augustine, Florida 32084, and the name of the registered agent for service of process at that address is Paul J. Thompson.

ARTICLE V

Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

ARTICLE VI

Continuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as may be provided in the Operating Agreement.

ARTICLE VII

Management

The Company shall be a manager managed company. The initial manager shall be:

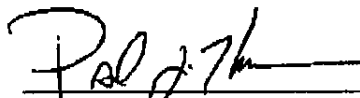
NAME

Paul J. Thompson

ADDRESS

601-B South Ponce de Leon Boulevard
St. Augustine, Florida 32084

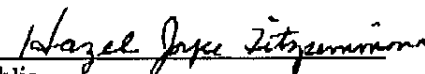
IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 11th day of January, 2008.



Paul J. Thompson

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 11th day of January, 2008, by Paul J. Thompson, who (☒) is personally known to me or (☐) has produced a valid driver's license as identification.



Notary Public

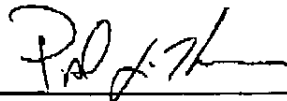


ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 relative to the

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proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Paul J. Thompson