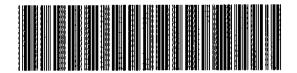
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B. KOHR

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EXAMINER

STATE OF STATE

SALL MAY DE STAT

Sunstate Research Requester's Name	
Address City/State/Zip Phone # Office Use Only	
Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):	
1. Hamplen Manor Belleview (Corporation Name) (Document #)	
2. October 1 (Document #)	
3. (Corporation Name) (Document #)	
4. (Corporation Name) (Document #)	
Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status	
NEW FILINGS AMENDMENTS	
Profit Not for Profit Limited Liability Domestication Other Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	
OTHER FILINGS REGISTRATION/QUALIFICATION	
Annual Report Fictitious Name Limited Partnership Reinstatement Trademark Other	<i>j</i>
Examiner's Initials CR2E031(7/97)	

ARTICLES OF ORGANIZATION

OF

HAMPTON MANOR BELLEVIEW OPERATING, LLC



ARTICLE I - The name of the Limited Liability Company is Hampton Manor Belleview Operating, LLC.

ARTICLE II - The mailing address and street address of the principal office of the Limited Liability Company is: 10590 SE 62ND Ave. Rd., Ocala, Florida 34477-1019.

ARTICLE III- The name and the Florida street address of the registered agent are:

NRAI Services, Inc. 2731 Executive Park Drive, Suite 4 Weston, FL 33331

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature by FAES LARISON, ASST. SEC.

ARTICLE IV- The names and address of each Manager or Managing Member is

as follows:

Title:

Name and Address:

Managing Member

Wayne L. Kaplan Ruskin Moscou Faltischek, P.C. East Tower, 15th Floor 1425 RexCorp Plaza Uniondale, NY 11556-1425 Managing Member

Robert P. Borsody 666 Fifth Avenue, 29th Floor New York, NY 10103

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 as true.

Robert P. Borsody