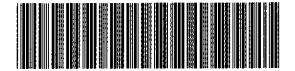
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TALL MINSSEE, FLORIDA

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| NEW FILINGS | <u>AMENDMENTS</u> | | |
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CR2E031(7/97)

ARTICLES OF ORGANIZATION

OF

HAMPTON MANOR NORTH OPERATING, LLC



ARTICLE 1 - The name of the Limited Liability Company is Hampton Manor North Operating, LLC.

ARTICLE II - The mailing address and street address of the principal office of the Limited Liability Company is: 5762 SW 60th Avenue, Ocala, Florida 34474.

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..

Regimered Agent's Signature by FRED 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