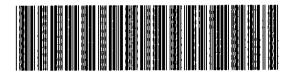
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):			
1. Hampton Manor at Deerwood			
2. (Corporation Name) (Document #)			
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4. (Corporation Name)	(Document #)	energia persona serva destra de la	
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NEW FILINGS	AMENDMENTS		
Profit Not for Profit Limited Liability Domestication Other	Amendment Resignation of R.A. Change of Registere Dissolution/Withdra Merger	ed Agent	
OTHER FILINGS	REGISTRATION/QUA	ALIFICATION	
Annual Report Fictitious Name	Foreign Limited Partnership Reinstatement Trademark Other		
CR2E031(7/97)		Examiner's Initials	



ARTICLES OF ORGANIZATION

OF

HAMPTON MANOR AT DEERWOOD OPERATING, LLC

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

ARTICLE II - The mailing address and street address of the principal office of the Limited Liability Company is: 1810 SE 16th Avenue, Ocala, Florida 34471.

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 FRES LANISON, 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