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FLORIDA/FOREIGN LIMITED LIABILITY CO.

RSC OAKMONTE VILLAGE, LLC

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FEB 19 2009

EXAMINER

**ARTICLES OF ORGANIZATION
OF
RSC OAKMONTE VILLAGE, LLC**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of RSC OAKMONTE VILLAGE, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is: RSC OAKMONTE VILLAGE, LLC

ARTICLE TWO

ADDRESS

The street address and the mailing address of the Company is: 1660 N.E. Miami Gardens Drive, Suite 8, North Miami Beach, Florida 33179.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: Royal Senior Care, LLC, 1660 N.E. Miami Gardens Drive, Suite 8, North Miami Beach, Florida 33179.

ARTICLE FOUR

DURATION

The period of this Company's duration shall be perpetual.

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ARTICLE FIVE

PURPOSE

The Company's purpose shall be owning, holding, selling, leasing, transferring, exchanging, operating and managing the real property and the improvements thereon located at 1230 Royal Gardens Circle, Lake Mary, Seminole County, Florida and the operation of the senior living facilities therein and thereon, and any other lawful purpose.

ARTICLE SIX

MANAGEMENT

The Company will be a manager-managed limited liability company.

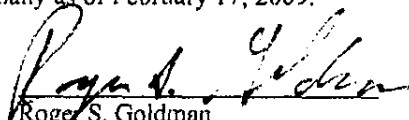
ARTICLE SEVEN

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a member of the Company as of February 17, 2009.



Roger S. Goldman
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Organization of RSC Oakmonte Village, LLC, a Florida limited liability company, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as Registered Agent.

ROYAL SENIOR CARE, LLC

By:



Sean Kanov

Authorized Representative