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**Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.  
Eldercare Associates, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
ELDERCARE ASSOCIATES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company shall be Eldercare Associates, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 204 Towers Ranch Drive, St. Augustine, Florida 32092.

**ARTICLE II**

**PURPOSES AND POWERS**

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are: James G. Kirschner, 204 Towers Ranch Drive, St. Augustine, Florida 32092.

**ARTICLE IV**

**ADMISSION OF MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

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**ARTICLE V**  
**TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

**ARTICLE VI**  
**MANAGER**

The Company shall be managed by one or more managers and is, therefore, a manager managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The names and addresses of the initial managers are:

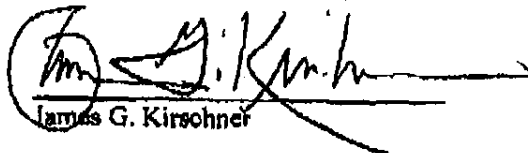
James G. Kirchner  
204 Towers Ranch Drive  
St. Augustine, Florida 32092

Rosemarie B. Churchill  
2999 Piedmont Manor Drive  
Orange Park, Florida 32065

**ARTICLE VII**  
**DURATION AND COMMENCEMENT**

The Company shall exist perpetually. The Company's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Company's existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 22 day of February, 2010.

  
James G. Kirchner

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

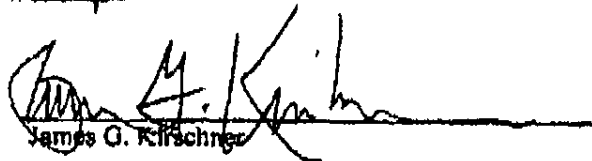
Pursuant to the provisions of the Florida Statutes, Eldercare Associates, LLC, a Florida limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is: Eldercare Associates, LLC.
2. The name and address of the registered agent and office are: James G. Kirschner and  
204 Towers Ranch Drive, St. Augustine, Florida 32092.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the 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 the Florida Limited Liability Company Act.

DATED: This 22 day of FEBRUARY, 2010.

  
James G. Kirschner

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