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TALLAHASSEE, FLORIDA

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EXAMINER

AUG 8 2011

**KEVIN I. DOWNEY, P.A.**

ATTORNEY AT LAW

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August 3, 2011

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida, 32314

Re: **Finest ALF-Brevard, LLC**

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Organization for the above named limited liability company. In addition, a check in the sum of \$155.00 is enclosed which represents the following fees:

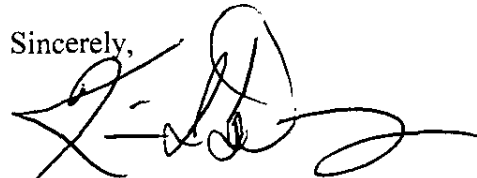
Filing Fee	\$125.00
Certified Copy	<u>\$ 30.00</u>
Total	<u>\$155.00</u>

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TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Organization and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Sincerely,



Kevin I. Downey

Enclosures

ARTICLES OF ORGANIZATION

OF

**Finest ALF-Brevard, LLC**

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The undersigned person, acting hereby as Organizer for the purpose of forming a limited liability company under the Florida Statutes, Chapter 608, hereby executes the following Articles of Organization:

**I NAME.** The name of the limited liability company shall be: **Finest ALF-Brevard, LLC** ("Company").

**II ADDRESS.** The mailing address of the principal office of the Company shall be 1800 33rd Street, Suite 200, Orlando, Florida 32839-8852. The physical (street) address of the Company shall be 1275 N. Banana River Drive, Merritt Island, FL 32952.

**III DURATION.** The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved as provided in these Articles of Organization.

**IV REGISTERED OFFICE AND AGENT.** The name of the registered agent of the Company in the State of Florida is Leonides G. Fines and the mailing address of the registered office of the Company is 1800 33rd Street, Suite 200, Orlando, Florida 32839-8852.

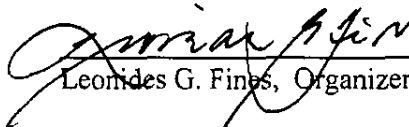
**V CAPITAL CONTRIBUTIONS.** The members of the Company shall contribute to the capital of the Company in cash or property. Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

**VI ADMISSION OF NEW MEMBERS.** No additional members shall be admitted to the Company without the written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company, other than the member proposing to dispose of his or her interest, approves of the proposed transfer by written consent.

**VII TERMINATION OF EXISTENCE.** The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company. However, the business of the Company may be continued by the consent of all the remaining members.

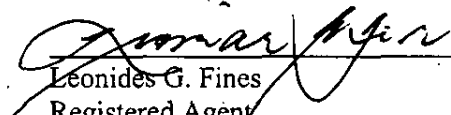
**VIII MANAGEMENT.** The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 15<sup>th</sup> day of August, 2011.

  
Leonides G. Fines, Organizer

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.

Dated: August 1, 2011

  
Leonides G. Fines  
Registered Agent

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