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FLORIDA LIMITED LIABILITY CO.  
ROYAL SENIOR CARE II, LLC

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July 26, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CARLTON FIELDS

SUBJECT: ROYAL SENIOR CARE II, LLC  
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**ARTICLES OF ORGANIZATION  
OF  
ROYAL SENIOR CARE II, 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 Royal Senior Care II, LLC (the "Company"):

**ARTICLE ONE  
NAME**

The name of the limited liability company is Royal Senior Care II, LLC.

**ARTICLE TWO  
ADDRESS**

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

**ARTICLE THREE  
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Company in the State of Florida is Gazit Senior Care, Inc., a Florida corporation, and the street address of the registered agent is 1696 N.E. Miami Gardens Drive, North Miami Beach, Florida 33179.

**ARTICLE FOUR  
DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE FIVE  
MANAGEMENT**

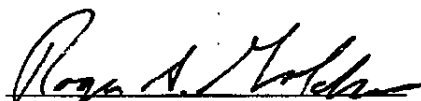
The Company shall be a manager-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company.

**ARTICLE SIX  
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, the undersigned has made and subscribed to these Articles of Organization on July 25, 2012.

  
Roger S. Goldman,  
Authorized Representative

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 25th day of July, 2012.

GAZIT SENIOR CARE, INC., a Florida  
Corporation

By:   
Sean Kanov, President

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