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CORPORATION NAME(S) & DOC	UMENT NUMBER(S), (if known):
1. Grand Palms, (Corporation Name)	Alf Operator LLC (Document#)
2. (Corporation Name)	(Document #)
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4	
(Corporation Name)	(Document #)
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<u>NEW FILINGS</u>	<u>AMENDMENTS</u>
Profit Not for Profit Limited Liability Domestication Other	Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS	REGISTRATION/QUALIFICATION
Annual Report Fictitious Name	Foreign Limited Partnership Reinstatement Trademark Other
CR2E031(7/97)	Examiner's Initials

GRAND PALMS ALF OPERATOR LLC

ARTICLES OF ORGANIZATION

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is Grand Palms ALF Operator LLC (the "Company").

ARTICLE II. ADDRESS

The Company's mailing address and the street address of the Company's principal office is 2033 Main Street, Suite 300, Sarasota, FL 34237.

ARTICLE III. REGISTERED AGENT AND OFFICE

The Company designates 2033 Main Street, Suite 300, Sarasota, FL 34237, as the street address of the initial registered office of the Company and names Brian Fuhrmeister as the Company's initial registered agent at that address to accept service of process within this state.

Dated this $\frac{29}{4}$ day of November, 2012.

Brian Fuhrmeister

as it Authorized Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

- 1. The name of the limited liability company is Grand Palms ALF Operator LLC.
- 2. The name and address of the registered agent and office are:

Brian Fuhrmeister 2033 Main Street Suite 300 Sarasota, FL 34237

Brian Fuhrmeister

as it Authorized Representative

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I accept the appointment as registered agent and agree to act in that 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.

Brian Fuhrmeister

Registered Agent

Dated: November 29, 2012

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