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*Angelica M. Chiray Corporate Paralegal*

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*gcohen@shutts.com*

FLORIDA LIMITED LIABILITY CO.  
PHG-COCOA SENIOR, LLC

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**ARTICLES OF ORGANIZATION  
OF  
PHG-COCOA SENIOR, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes Chapter 605, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I**

**Name**

The name of the Limited Liability Company (the "Company") is:

PHG-COCOA SENIOR, LLC

**ARTICLE II**

**Address**

The mailing address and street address of the principal office of the Company is:

9400 S. Dadeland Boulevard  
Suite 100  
Miami, Florida 33156

**ARTICLE III**

**Duration**

The period of duration of the Company shall be perpetual.

**ARTICLE IV**

**Registered Office and Agent and Address**

The name and the street address of the registered agent of the Company in the State of Florida are:

CORPORATION COMPANY OF MIAMI  
201 South Biscayne Boulevard  
Suite 1600 (GJC)  
Miami, Florida 33131

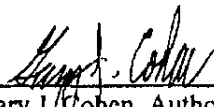
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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 27<sup>th</sup> day of February, 2014.

  
\_\_\_\_\_  
Gary J. Cohen, Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **PHG-COCOA SENIOR, LLC**, a limited liability company, at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 605.0113, F.S.

Dated as of this 27th day of February, 2014.

**CORPORATION COMPANY OF MIAMI**By: 

Print Name:

Title:

RAUL J. SALAS  
PRESIDENT

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