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FLORIDA LIMITED LIABILITY CO.
Sebastian Senior Mezzanine, LLC

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Page Count	02
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**ARTICLES OF ORGANIZATION
OF
SEBASTIAN SENIOR MEZZANINE, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this limited liability company is Sebastian Senior Mezzanine, LLC (the "Company").

ARTICLE II – PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 445 24th Street, Suite 300, Vero Beach, Florida 32960.

ARTICLE III – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 445 24th Street, Suite 300, Vero Beach, Florida 32960, and the name of the initial registered agent of the Company at that address is Joan T. Williams.

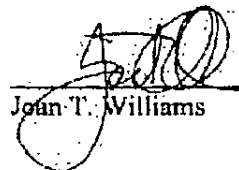
ARTICLE IV – MANAGEMENT

The Company is member-managed for purposes of Section 605.0407, Florida Statutes, and other relevant provisions of Chapter 605, Florida Statutes, and the current members of the Company are Sebastian ALF, LLC, a Florida limited liability company, and Braeburn Development, LLC, an Illinois limited liability company.


Joan T. Williams, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

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 this 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 Chapter 605, Florida Statutes.


Joan T. Williams