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**FLORIDA LIMITED LIABILITY CO.
WELLINGTON MANOR KNOXVILLE, LLC**

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ARTICLES OF ORGANIZATION

OF

SECRETARY OF STATE
TALLAHASSEE, FL

WELLINGTON MANOR KNOXVILLE, LLC
A Florida Limited Liability Company

ARTICLE I
NAME

The name of this limited liability company is "*Wellington Manor Knoxville, LLC*" (the "Company").

ARTICLE II
MAILING AND STREET ADDRESS

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

505 Ariana Avenue
Auburndale, Florida 33823

ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE

In accordance with Section 605.0207, Florida Statutes, the Company's existence shall commence at the time and date on which these Articles of Organization are filed with the Florida Department of State.

ARTICLE IV
PURPOSE OF COMPANY

The purpose of the Company is the operation of an assisted living and memory care facility, and any other business permitted under applicable law and otherwise approved by the members.

ARTICLE V
MANAGEMENT

The Company shall be managed by one or more managers and is therefore a manager managed company. The name and mailing address of the initial manager of the Company is as follows:

Louis F. Garrard V
505 Ariana Avenue
Auburndale, Florida 33823

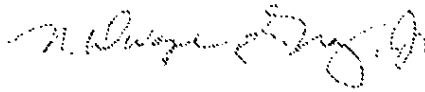
**ARTICLE VI
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent of the Company at such address are as follows:

N. Dwayne Gray, Jr., Esquire
315 E. Robinson Street, Suite 600
Orlando, FL 32801

**ARTICLE VII
APPLICABLE LAW**

The Company is created pursuant to Chapter 605, Florida Statutes, and shall be governed by the laws of the State of Florida.

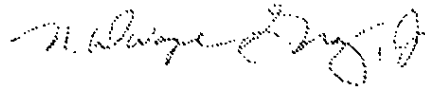


N. Dwayne Gray, Jr.
Authorized Representative

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 as provided for in Chapter 605 of the Florida Statutes.



N. Dwayne Gray, Jr., Esquire
Registered Agent