

**SMITH
SAUER
DEMARIA
& JOHNSON**

ATTORNEYS AT LAW

September 20, 1996

L 9600001202

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32301

800001954048
-09/24/96--01021--001
****285.00 ****285.00

RE: ~~Happy Haven, L.C.~~

Dear Sir/Madame:

Enclosed please find the original and a copy of the Articles of Organization for the above limited liability company. Also enclosed is a check in the amount of \$285.00 representing the filing fee and registered agent fee.

Please file the original of the enclosed Articles of Organization and return to me the copy date-stamped as evidence of filing.

Your time and attention to this matter are appreciated and if you have any questions, please do not hesitate to contact me at (904) 434-2761.

Sincerely,

Jennie E. Smith
Jennie E. Smith
Legal Assistant to
G. Thomas Smith

10/96 20024
/js
enclosures

EFFECTIVE DATE
1-1-97

FILED
96 NOV 26 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1996

JENNIE E. SMITH
SMITH SAUER DEMARIA & JOHNSON
P.O. BOX 12446
PENSACOLA, FL 32582-2446

SUBJECT: HAPPY HAVEN, L.C.
Ref. Number: W96000020084

We have received your document for HAPPY HAVEN, L.C. and check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 496A00043905

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

November 14, 1996

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RE: Happy Haven, L. C./Elder Care of Pensacola, L. C.

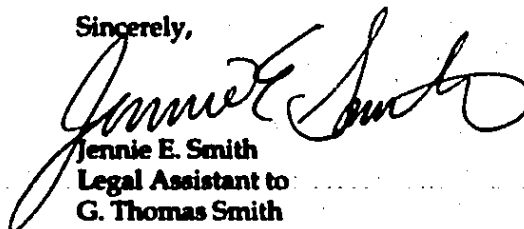
Dear Sir/Madame:

Enclosed please find the new Articles of Organization for the above limited liability company along with a copy. Also enclosed is a copy of the letter you sent regarding rejection of this filing.

Please file the original of the enclosed Articles of Organization and return to me the copy date-stamped as evidence of filing.

Your time and attention to this matter are appreciated and if you have any questions, please do not hesitate to contact me at (904) 434-2761.

Sincerely,



Jennie E. Smith
Legal Assistant to
G. Thomas Smith

/js
enclosures

**ARTICLES OF ORGANIZATION
OF
ELDER CARE OF PENSACOLA, L. C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 MAY 16 PM 12:58
FILED
EFFECTIVE DATE
1-1-97

1. Name. The name of this company shall be ELDER CARE OF PENSACOLA, L. C.

2. Duration/Continuation. The period of this company's duration shall begin on January 1, 1997 and shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. The mailing address of the company is 4612-B Bellview Avenue, Pensacola, Florida 32526.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Robert N. Fulle, 4612-B Bellview Avenue, Pensacola, Florida 32526.

5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

6. Right to Continue Business. The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

7. Management of Company. The business of the Company shall be managed by the Members. The names and addresses of the Managerial Members are:

Names	Addresses
Robert N. Fulle	4612-B Bellview Avenue Pensacola, Florida 32526
Patricia T. Henson-Fulle	4612-B Bellview Avenue Pensacola, Florida 32526

8. Miscellaneous Provisions:

Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members of the company by any amendments of the Articles of Organization. Regulations adopted by the Members may be repealed or altered, new Regulations may be adopted by the Members.

Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by any Member of this Company, unless otherwise provided herein.

Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

9. Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulation of the company.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 18th day of July, 1996.

Robert N. Fulle
Robert N. Fulle

Patricia T. Henson-Fulle
Patricia T. Henson-Fulle

STATE OF FLORIDA
COUNTY OF ESCAMBLA

BEFORE ME, the undersigned authority, personally appeared Robert N. Fulle and Patricia T. Henson-Fulle, who are personally known to me or produced a _____ as identification and who executed the foregoing Articles of Organization, and acknowledge that they subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last afor said this 18th day of July, 1996.



G. THOMAS SMITH
My Commission OC484224
Expires Jul. 28, 1999
Bonded by AFB
800-852-8878

G. Thomas Smith
Printed Name: G. Thomas Smith
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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

Robert N. Fulle
Robert N. Fulle

FILED
96 NOV 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

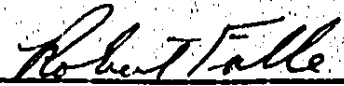
Affidavit

State of Florida
County of Escambia

Before the undersigned authority personally appeared Robert N. Fulle who on oath says:


1. That he is a member of Elder Care of Pensacola, L.C.
2. That Elder Care of Pensacola, L. C. has at least two members.
3. The amount of the cash and description and agreed value of the property other than cash contributed by the members is \$ 30,500.00.
4. The amount anticipated to be contributed by the member is \$ 0.00.

Further affiant sayeth naught.



Robert N. Fulle

Sworn to and subscribed before me this 12th day of July, 1996 by Robert N. Fulle who () is personally known to me or () has produced a _____ as identification.



Notary Public
Printed Name: G. Thomas Smith



G THOMAS SMITH
My Commission CC484224
Expires Jul. 26, 1999
Bonded by AFB
000-052-0678

FILED
96 NOV 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA