

MURAI WALD BIONDO & MORENO

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December 11, 1996

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WILLIAM E. DAVIS
COUNSEL

Department of State
Division of Corporations
P.O. Box 1327
Tallahassee, FL 32314

Re: HealthTrust America, L.L.C.
HealthTrust Medical, L.L.C.

80000291272901-7
-12/12/96--01052--002
***337.50 ***337.50

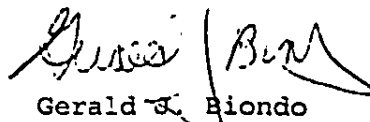
Dear Sir/Madam:

Office Use Only

Enclosed for filing are Articles of Organization for HealthTrust America, L.L.C. and HealthTrust Medical, L.L.C. We are also enclosing two (2) checks for \$337.50 each (total of \$675) representing your filing fee, certified copy fee and registered agent designation fee for each limited liability company.

Please forward to us a certified copy of the Articles of Organization of each limited liability company at your earliest convenience.

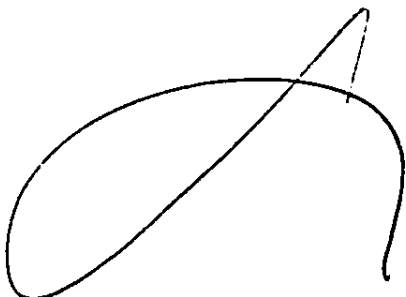
Sincerely,


Gerald A. Biondo

GJB:afd
G:\MARCUS\GENERAL\SEC-LIM.LTR

Enclosures

FILED
96 DEC 12 AM 10:19
TALLAHASSEE, FL 32314
SECRETARY OF STATE

 12/13

**ARTICLES OF ORGANIZATION FOR
HEALTHTRUST AMERICA, L.L.C.
a Florida Limited Liability Company**

FILED
55 DEC 12 AM 10 15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1. Name. The name of the Company shall be **HEALTHTRUST AMERICA L.L.C.**

2. Duration/Continuation. The period of the Company's duration shall be 29 years from the date of filing of these Articles of Organization with the Florida Secretary of State unless terminated earlier 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 an amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. Mailing Address. The mailing address of the limited liability Company is 3595 Sheridan Street, Suite 208, Hollywood, Florida 33021.

4. Registered Agent and Office. The name and street address of the initial registered agent and office of this Company is Harvey Rafofsky, 3595 Sheridan Street, Suite 208, Hollywood, Florida 33021.

5. Admission of Additional Members and Terms and Conditions of Such Admissions. Additional members may be admitted to the extent that additional capital is needed as solely determined by Stewart Marcus upon the written application of such new member in a manner set forth in bylaws of this Company. Notwithstanding the admission of any new members, it is agreed and understood that Harvey Rafofsky's Percentage Interest of forty percent (40%) (as hereinafter described) shall not be diluted.

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

7. Management of the Company. The business of the Company shall initially be managed by Harvey Rafofsky who shall serve as president until the first annual meeting of the Members and Managers or until his successor is elected and qualified. Management of the Company is reserved to the Managers.

8. Officers. The officers and Managers of this limited liability company are:

1. Harvey Rafofsky - president
2. Stewart Marcus - vice president/secretary
3. Lloyd J. Boggio - vice president/treasurer

9. Members. The Members of this limited liability company and their respective "Percentage Interest," prior to any additional capital being raised, is:

- a) Harvey Rafofsky ("Rafofsky") (40%)
- b) Stewart Marcus and Jane Marcus ("Marcus") (39%)
- c) Lloyd J. Boggio and Nancy Boggio ("Boggio") (21%)

10. Purposes of the Company. The Company is formed for the purposes of performing any and all business which is lawful under the laws of the State of Florida including, without limitation, the acquisition and management and eventual conveyance of real property and the operation of said realty as an "Adult Congregate Living Facility. The limited liability Company shall have all the powers as set forth in Florida Statutes 608.404.

11. 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 consisting with Florida Statutes 608 and 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 also be signed by the member to be added.

12. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability Company should be vested in the Members. Regulations adopted by the Members may be repealed or altered, new regulations may be adopted by the Members and the Members may prescribe that any regulations made by them that such regulations may not be altered, amended or repealed by the managers.

13. Transferability of Member's Interest. An interest of a Member of this Company may be transferred or assigned to such extent and in a manner provided in the regulatory agreement. However, if all the remaining Members of the 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 the Company or to become 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.

14. Withdraw Reduction of Member's Contribution Capital. A Member shall not receive out of the Company any property or any part of his or her contribution to capital until:

(a) all liabilities to the Company have been paid or sufficient property of the Company remains to pay them; or

(b) Upon the consent of a majority in interest of the Members is obtained.

15. Capital. The capital of the Company shall initially be \$100 which has been contributed sixty-five percent (65%) by Marcus and thirty-five percent (35%) by Boggio. Rafofsky has not made any capital contribution. To the extent any additional capital is needed, it is agreed and understood that Marcus shall provide sixty-five percent (65%) and Boggio thirty-five percent (35%). Capital may be provided either through loans or by Marcus and Boggio selling off portions of their interest to third party investors and thus diluting their interest. Rafofsky's interest will not be diluted.

If Marcus and Boggio extend a loan to this Company, it shall bear interest at the rate of twelve percent (12%) per annum; loans from third parties shall be at the market rate to be negotiated.

Any capital contributions from either Marcus, Boggio or third parties shall be entitled to a return at the rate of twelve percent (12%) per annum (the "Preferred Return").

16. Distribution. Cash flow generated from operations or from a sale or refinancing after deducting all operating expenses and establishment of reserves as determined by a majority in interest of the Percentage Interest shall be distributed as follows:

- (a) First, to repay any loans made by Members;
- (b) Second, to pay the Preferred Return;
- (c) Third, to repay capital contributions of any investors;
- (d) Fourth, any monies remaining shall be distributed in accordance with the Percentage Interest.

All line distributions as aforescribed shall be made prorata to the Members based on their respective Percentage Interest to each other.

IN WITNESS WHEREOF, the undersigned as incorporators have
hereunto set their hands and seals on this 25 day of
NOV., 1996.

MEMBERS:

Harvey Rafofsky
Harvey Rafofsky

Stewart Marcus
Stewart Marcus

Jane Marcus
Jane Marcus

Lloyd J. Boggio
Lloyd J. Boggio

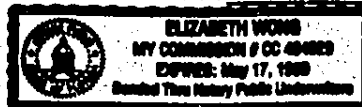
Nancy Boggio
Nancy Boggio

STATE OF FLORIDA)
COUNTY OF DADE) : ss.

The foregoing instrument was acknowledged before me this
25 day of NOV, 1996 by Harvey Rafofsky, who is
personally known to me or who has produced
as identification.

Elizabeth Wong
NOTARY PUBLIC, STATE OF FLORIDA
Print name:
Commission No.:

My Commission expires: 5/17/99



STATE OF FLORIDA)
) : ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25 day of Nov, 1996 by Stewart Marcus and Jane Marcus, his wife, who are personally known to me or who have produced _____ as identification.

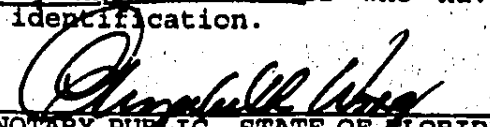

NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No. _____

My Commission expires: 5/17/99

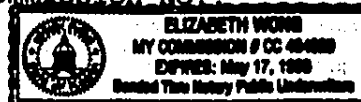


STATE OF FLORIDA)
) : ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25 day of Nov, 1996 by Lloyd J. Boggio and Nancy Boggio, his wife, who are personally known to me or who have produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No. _____


My Commission expires: 5/17/99



G:\MARCUS\HEALTH\HEALTHAM.ART

ACCEPTANCE OF REGISTERED AGENT
OF
HEALTHTRUST AMERICA, L.L.C.


The undersigned, HARVEY RAFOFSKY, has been named as registered agent and agrees to accept service of process for HEALTHTRUST AMERICA L.L.C., a Florida limited liability company. HARVEY RAFOFSKY hereby accepts the appointment as registered agent and agrees to act in this capacity. HARVEY RAFOFSKY further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


HARVEY RAFOFSKY

96 DEC 12 AM 10:19
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE): ss.

The foregoing instrument was acknowledged before me this 25 day of NOV, 1996 by Harvey Rafofsky, who is personally known to me, or who has produced as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name:

My Commission expires: 5/17/99



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AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF Dade) SS:

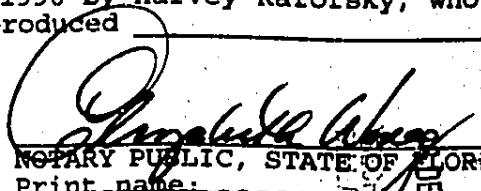
BEFORE ME, the undersigned authority, personally appeared HARVEY RAFOFSKY, who on oath states as follows:

1. That he is a member of HealthTrust America, L.L.C., a Florida limited liability company.
2. That HealthTrust America, L.L.C. has at least two (2) members.
3. That the amount of cash and description and agreed value of the property other than cash contributed by the members is \$100.00.

FURTHER AFFIANT SAYETH NAUGHT.


HARVEY RAFOFSKY

The foregoing instrument was acknowledged before me this 25 day of Nov., 1996 by Harvey Rafofsky, who is personally known to me or who has produced as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No. ELIZABETH WOOD
MY COMMISSION EXPIRES: May 17, 1998
Bonded Three Notary Publics (Seal)

My Commission expires:

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FILED
10:19
STATE
FLORIDA