

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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OPERATING EXPENSE
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95 DEC 12 AM 10:25

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

RECEIVED
95 DEC 12 PM 10:23
FBI
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

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 MEDICAL, L.L.C.**

2. Duration/Continuation. The period of the Company's duration shall be 29 years measured from January 1, 1996 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 2121 Ponce de Leon Boulevard, Coral Gables Florida 33134.

4. Registered Agent and Office. The name and street address of the initial registered agent and office of this Company is Luis Gonzalez, 2121 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

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 and Lloyd J. Boggio, acting in concert, 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 twenty percent (20%) (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 Luis Gonzalez who shall serve as president, Stewart Marcus who shall serve as chief executive officer/manager, Lloyd J. Boggio who shall serve as manager/vice president and Harvey Rafofsky who shall serve as vice president

until the first annual meeting of the Members and Managers or until their successors are 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. Luis Gonzalez - president
2. Harvey Rafofsky - vice president/secretary/
treasurer
3. Stewart Marcus - chief executive officer/
manager
4. Lloyd J. Boggio - vice president/manager

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") (20%)
- b) Stewart Marcus and Jane Marcus
("Marcus") (52%)
- c) Lloyd J. Boggio and Nancy Boggio
("Boggio") (28%)

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 (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 not be transferred or assigned to such except in a manner provided in the Regulations.

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 \$100.00 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 admitting new partners and/or 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"). The Preferred Return will accrue to the extent cash flow is not available. Any accrual of interest will not be compounded.

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 Members;
- (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
herunto 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 G. Boggio
Lloyd G. Boggio

Nancy Boggio
Nancy Boggio

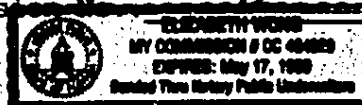
STATE OF FLORIDA)
COUNTY OF Dade) : ss.

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

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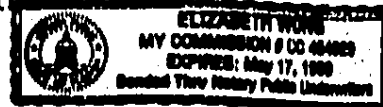


STATE OF FLORIDA)
) : SS.
COUNTY OF DADE)

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.

Elizabeth Wong
NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission _____

My Commission expires:

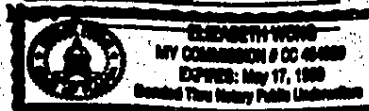


STATE OF FLORIDA)
) : SS.
COUNTY OF DADE)

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.

Elizabeth Wong
NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission _____

My Commission expires: 5/17/99



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ACCEPTANCE OF REGISTERED AGENT

OF

HEALTHTRUST MEDICAL, L.L.C.

The undersigned, LUIS GONZALEZ, has been named as registered agent and agrees to accept service of process for HEALTHTRUST MEDICAL, L.L.C., a Florida limited liability company. LUIS GONZALEZ hereby accepts the appointment as registered agent and agrees to act in this capacity. LUIS GONZALEZ 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.


LUIS GONZALEZ

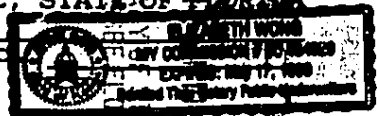
STATE OF FLORIDA)
COUNTY OF DADE) ss.

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


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

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 STEWART MARCUS, who on oath states as follows:

1. That he is a member of HealthTrust Medical, L.L.C., a Florida limited liability company.
2. That HealthTrust Medical, 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.

Stewart Marcus
STEWART MARCUS

The foregoing instrument was acknowledged before me this 25 day of Nov, 1996 by STEWART MARCUS, 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

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2 AM 10:25
ED
SECRETARY OF STATE
STATE OF FLORIDA