

L970000000290



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 286967 80520A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 10, 1997

ORDER TIME : 10:51 AM

ORDER NO. : 286967-005

CUSTOMER NO: 80520A

CUSTOMER: Ms. Grace Cretty
BRANNEN STILLWELL & PERRIN, PA

320 Highway 41 South

Inverness, FL 34450

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-03/17/97--01008--006
****337.50 ****337.50

DOMESTIC FILING

NAME: COTTAGES OF GENTLE
BREEZE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 MAR 10 AM 9 22
FBI - TAMPA

RECEIVED
97 MAR 10 PM 12:23
DIVISION OF CORPORATIONS

K.R. MAR 11 1997

**ARTICLES OF ORGANIZATION
OF
COTTAGES OF GENTLE BREEZE, L.C.**

97 MAR 10 AM 9:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **COTTAGES OF GENTLE BREEZE, L.C.** ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 9416 N. Gentle Breeze Loop, Dunnellon, FL 34434.

ARTICLE III - DURATION

The company's existence shall terminate not later than 30 years from the date hereof, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AGENT

The name and street address of the registered agent of the company in the State of Florida is ROBERT SCHMIDT, 9416 N. Gentle Breeze Loop, Dunnellon, FL 34434.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

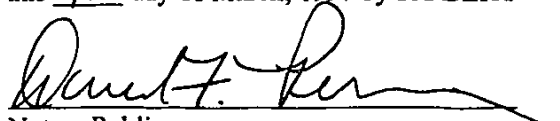
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the company is ROBERT SCHMIDT, 9416 N. Gentle Breeze Loop, Dunnellon, FL 34434.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these
Articles of Organization at Inverness, Florida on this 7th day of March, 1997.


ROBERT SCHMIDT

STATE OF FLORIDA
COUNTY OF CITRUS

SWORN TO and SUBSCRIBED before me this 7th day of March, 1997 by ROBERT
SCHMIDT.


Notary Public

Personally known



OFFICIAL SEAL
DONALD F. PERRIN
MY COMMISSION EXPIRES
SEPTEMBER 28, 1997
Comm. No. CC 200230

EXHIBIT "A"

SCHMIDT, Robert and Maria	\$ 156,755.67
GREINER, Mark and Cathleen	54,469.21
JEFFERIS, Steven J.	26,200.00
ELLIS, Wilfred J.G., M.D.	50,000.00
THE LI FAMILY LIVING TRUST U/T/A dated 12/03/96	50,000.00

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SECTION 10 DATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **COTTAGES OF GENTLE BREEZE, L.C.** deposes and says:

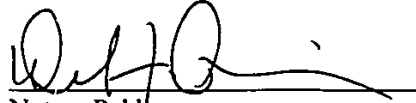
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$ 59,405.67.
3. If any, the agreed value of property other than cash contributed by members is \$ 129,150.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$ 337,424.88. The total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

DATED this 7th day of March, 1997.


ROBERT SCHMIDT

SWORN TO and SUBSCRIBED before me this 7th day of March, 1997 by **ROBERT SCHMIDT**.


Notary Public

Personally known



OFFICIAL SEAL
DONALD F. PERRIN
MY COMMISSION EXPIRES
SEPTEMBER 28, 1997
Comm. No. CC 308238

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TALLAHASSEE, FLORIDA

The property other than cash contributed is tangible personal property in the amount of \$31,950.00, consultation services of \$67,200.00 and employment services of \$30,000.00.

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SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **COTTAGES OF GENTLE BREEZE, L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned 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 the position of registered agent.


ROBERT SCHMIDT

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STATE
TALLAHASSEE, FLORIDA