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LAW OFFICES
GROSSBERG, YOCHELSON, FOX & BEYDA
2100 PENNSYLVANIA AVENUE, N.W.

SUITE 770
WASHINGTON, D.C. 20037

June 12, 1997

BY FEDERAL EXPRESS

TELEPHONE
202 296-9696

TELECOPIER
202 296-7777

SOLOMON GROSSBERG (1905-1994)
IRVING B. YOCHELSON (1926-1983)

C. RICHARD BEYDA
LAWRENCE A. MILLER
GERALD P. GROSSBERG
STEVEN G. FRIEDMAN
RICHARD F. LEVIN
LINTON W. HENGERER
BARRY A. HABERMAN
EDGAR S. LEVY III
BRETT D. ORLOVE
MICHAEL D. RAVITCH

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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-06/13/97--01103--001
*****285.00 *****285.00

Re: *Welcome Homes - Boca, L.L.C.*

Dear Sir or Madam:

I enclose an original and one (1) copy of the Articles of Organization for the above-named limited liability company. Also enclosed is an Affidavit of Membership and Contributions and a Certificate of Designation of Registered Agent/Registered Office. Finally, I enclose a check in the amount of \$285.00 to cover the filing fees. Would you kindly file the original documents and return to me a letter of acknowledgment at your earliest convenience.

Very truly yours,


Linton W. Hengerer

FILED
97 JUN 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/13/97

FILED

97 JUN 13 AM 9:45

ARTICLES OF ORGANIZATION
OF
WELCOME HOMES - BOCA, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 608 of the Florida Statutes (the "Act"), the undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

FIRST: The name of the Company shall be "Welcome Homes - Boca, L.L.C."

SECOND: The term of the Company shall commence on the date that these Articles of Organization are filed and received for recordation by the Florida Department of State and shall continue in full force and effect until December 31, 2045, unless earlier terminated in accordance with the provisions of this Agreement or unless extended by written agreement of all the Members.

THIRD: The purposes for which the Company is formed are as follows: (1) to own and operate assisted care living centers, (2) to have and exercise all powers now or hereafter conferred by the laws of the State of Florida on limited liability companies formed pursuant to the Act; and (3) to do any and all things necessary, convenient or incidental to the achievement of the foregoing.

FOURTH: The location of the principal office of the Company shall be 5530 Wisconsin Avenue, Suite 900, Chevy Chase, Maryland 20815, or such other location as the Managing Member may, from time to time, designate. The initial registered office of the Company in the State of Florida shall be at 1200 South Pine Island Road, Plantation, Florida 33324. The registered agent of the Company is CT Corporation System, which is a corporation authorized to transact business in the State of Florida, and whose address is the same as the registered office.

FIFTH: The Company is to be managed by a Managing Member, which shall initially be Welcome Homes, Inc., a Delaware corporation, whose address is 5530 Wisconsin Avenue, Suite 900, Chevy Chase, Maryland 20815.

SIXTH: Additional members may be admitted into the Company on such terms and conditions as may be agreed upon by the Managing Member.

SEVENTH: The dissolution, bankruptcy, death, resignation, expulsion or incompetency of any Member shall dissolve the Company unless there are at least two (2) remaining Members, in which event the Company and its business shall be continued without interruption and shall not be dissolved, anything contained in the Act to the contrary notwithstanding.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization and acknowledged them to be his act this 5th day of JUNE, 1997.

WELCOME HOMES, INC.

By:  [SEAL]

Stanley R. Zupnik, President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WELCOME
HOMES - BOCA, L.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 member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ n/a.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ n/a
- 5) the total amounts of 2, 3 and 4 is \$ 100.00



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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97 JUN 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: WELCOME HOMES - BOCA, L.L.C.

2. The name and address of the registered agent and office is:

CT Corporation System
(NAME)

1200 South Pine Island Road
(P. O. Box NOT ACCEPTABLE)

Plantation, Florida 33324
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.


(SIGNATURE)

Kevin J. Gallagher, Asst. Vice Pres.

June 10, 1997
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent