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HAMILTON WARD (1829-1898)
HAMILTON WARD, JR. (1871-1932)
HAMILTON WARD, III (1905-1981)
JOHN C. WARD (1906-1970)

July 29, 1997

Division of Corporations,
Florida Department of State
ATTN: NEW FILINGS
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization, FLORIDA NURSING CARE AFFILIATES, L.L.C.

Dear Madam or Sir:

Enclosed are *signed originals* of:

- a) Articles of Organization,
- b) Affidavit of Membership and Contributions and
- c) Certificate of Designation of Registered Agent and Registered Office

for the captioned Limited Liability Company.

Also enclosed is my firm's check in the amount of \$285.00 made payable to Department of State.

Sincerely,



Peter Hamilton Ward

PHW/a

CC: Mr. Ira S. Baron

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
FLORIDA NURSING CARE AFFILIATES, L.L.C., A LIMITED
LIABILITY COMPANY

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ARTICLE I

NAME

The name of this limited liability company is FLORIDA NURSING CARE AFFILIATES, L.L.C., referred to in these Articles of Organization as the "Company."

ARTICLE II

MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address of the Company is Post Office Box 14036, Gainesville, Florida, 32604-2036, and the street address of the first principal office of the Company is 4001 Newberry Road, Suite C-1, Gainesville, Florida, 32607.

ARTICLE III

DURATION

Unless dissolved earlier, the Company will dissolve automatically on 31 December 2027. Except for prior amendment to this Article III, no act by the Company or its Members can avoid that dissolution.

ARTICLE IV

ORGANIZER

The Organizer of the Company is Ira S. Baron, a natural person at least eighteen (18) years old.

ARTICLE V

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI

MANAGEMENT BY MEMBERS

The Company will be managed by its Members, as further

provided in the Company's Operating Agreement.

ARTICLE VII

IDENTIFICATION OF MANAGING MEMBERS

The names and addresses of the Managing Members of the Company are:

OCALA HEALTH CARE ASSOCIATES, INC.
2459 William Court
Atlanta, Georgia 30360
(By Winston A. Porter, as Managing Members'
Authorized Representative)

AND

MEDICAL DEVELOPMENT CORP.
2459 William Court
Atlanta, Georgia 30360
(By Winston A. Porter, as Managing Members'
Authorized Representative)

AND

WHS ACQUISITION CORP.
Post Office Box 14036
Gainesville, Florida 32604-2036
(By Ira S. Baron, as Managing Members'
Authorized Representative)

ARTICLE IX

ADMISSION OF NEW MEMBERS

The Company may admit new Members as provided in the Company's Operating Agreement.

ARTICLE X

MEMBERS RIGHT TO CONTINUE BUSINESS

Section 10.01 Dissolution Upon the Occurrence of Specified Events

Upon the death, retirement, resignation, disassociation, expulsion, bankruptcy, or dissolution of a Member, the Company shall dissolve automatically. Except for prior amendment to this section, no act by the Company or its Members can avoid that dissolution.

Section 10.02 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a Member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a Member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member
Dissociation.

(I) To avoid dissolution under this Section 10.02(b), the Company must have at least two remaining Members. If a dissociation leaves the Company with only one remaining Member, that Member may admit an additional Member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a Member if, within ten (10) days of the dissociation, consent

to avoid dissolution is obtained from all of the remaining Members.
The consent may be by vote, at a properly called Member meeting, or
in writing.

ARTICLE XI

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from
a provision of the Company's Operating Agreement, then, to the
extent allowed by law, the Operating Agreement will govern.

Executed this 28th day of July, 1997.

By:



Ira S. Baron, Organizer

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Authorized Representative of a Member of FLORIDA NURSING CARE AFFILIATES, L.L.C., deposes and says:

- 1) The above named Limited Liability Company has at least two (2) Members; and,
- 2) That the total amount of cash initial capital contributed by its Members is ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00); and,
- 3) That the value of property other than cash contributed by its Members is ZERO (\$0.00); and,
- 4) That the amount of cash or property to be contributed by its Members is ONE HUNDRED THOUSAND AND NO/DOLLARS (\$100,000.00).



Ira S. Baron, as Authorized Member
Representative of WHS Acquisition
Corp., 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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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**


Pursuant to the provision of section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Office and Registered Agent, in the State of Florida.

1) The name of the Limited Liability Company is **FLORIDA NURSING CARE AFFILIATES, L.L.C.**

2) The name and address of the Registered Agent and Registered Office is:

Peter H. Ward, Esquire
Suite C-1
4001 Newberry Road
Gainesville, Florida 32607

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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Peter H. Ward

29 July 1997