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ANDREW L. SIPOS, JR., P. A.  
ATTORNEY AT LAW  
250 BIRD ROAD, SUITE 302  
CORAL GABLES, FLORIDA 33146

TELEPHONE: (305) 446-7333

FAX (305) 446-3582

October 9, 1998

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

Gentlemen:

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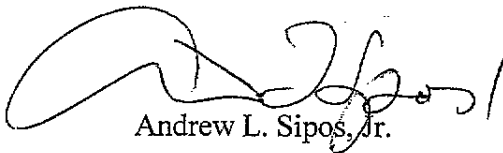
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\*\*\*\*337.50 \*\*\*\*337.50

Enclosed herewith for filing is the Articles of Organization of Skilled Health Systems, L.C. with the required affidavit and acceptance of resident agent attached.

I have also enclosed my trust account check in the amount of \$337.50 for the filing and a certified copy thereof.

Very truly yours,



Andrew L. Sipos, Jr.

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enclosures

Name	10/15/98
Availability	dcc
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Machine Agreement	DCC
Machine Verifier	DCC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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W98000023459

ANDREW L. SIPOS, JR., P. A.

ATTORNEY AT LAW

250 BIRD ROAD, SUITE 302

CORAL GABLES, FLORIDA 33146

TELEPHONE: (305) 446-7333

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October 19, 1998

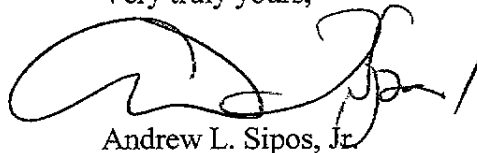
Ms. Diane Cushing, Corporate Specialist  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O.BOX 6327  
TALLAHASSEE, FL 32314

Re: Skilled Health Systems, L.C.  
Ref. Number: W98000023459

Dear Ms. Cushing:

Enclosed herewith for filing are the Articles of Organization of Skilled Health Systems, L.C. with the required affidavit and acceptance of resident agent attached, amended in the manner suggested by you..

Very truly yours,

A handwritten signature in black ink, appearing to read "Andrew L. Sipos, Jr.", with a stylized flourish at the end.

Andrew L. Sipos, Jr.

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enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 15, 1998

ANDREW L. SIPOS, JR., P.A.  
250 BIRD ROAD, SUITE 302  
CORAL GABLES, FL 33146

SUBJECT: SKILLED HEALTH SYSTEMS, L.C.  
Ref. Number: W98000023459

We have received your document for SKILLED HEALTH SYSTEMS, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 498A00051130

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TALLAHASSEE, FLORIDA

ARTICLES OF  
ORGANIZATION OF SKILLED HEALTH SYSTEMS, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SKILLED HEALTH SYSTEMS, L.C., and its mailing address and principal office shall be at 250 Bird Road, Suite 302, Coral Gables, Florida, 33146, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity,

partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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TALLAHASSEE, FLORIDA

ARTICLE IV  
MANAGEMENT

*Management of this limited liability company is reserved to its members, whose names and addresses are as follows:*

*David Herskovitz  
9465 Wilshire Boulevard  
Suite 515  
Beverly Hills, CA 90212*

*Jay E. Yourist  
10650 S.W. 137<sup>th</sup> Street  
Miami, FL 33176*

ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of *all* members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI  
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled *to an equal distributive share of the profits*. The distributive share of the profits shall be determined and paid to the members each year on the first day of November.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

## ARTICLE VIII

### DURATION

This limited liability company shall exist until *November 1, 2023*, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

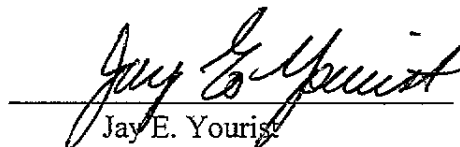
## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 250 Bird Road, Suite 302, City of Coral Gables, County of Miami-Dade, State of Florida, and the name of the company's initial registered agent at that address is Andrew L. Sipos, Jr.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Skilled Health Systems. L.C.

Executed by the undersigned on October 12, 1998.

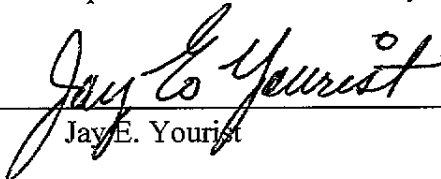
  
Jay E. Yourist

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TALLAHASSEE, FLORIDA

State of Florida           )  
                                  ) ss  
County of Miami-Dade )

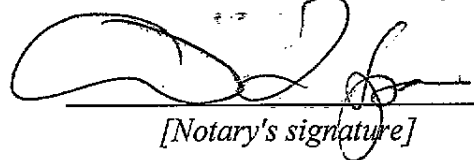
In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of SKILLED HEALTH SYSTEMS, L.C. deposes and says:

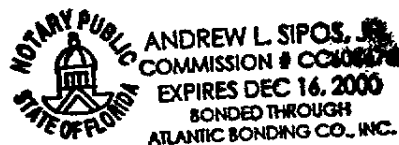
1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. The total amount of cash or property anticipated to be contributed by the members is \$1000.00.

  
\_\_\_\_\_  
Jay E. Yourist

The foregoing instrument was acknowledged before me this October , 1998 by Jay E. Yourist on behalf of SKILLED HEALTH SYSTEMS, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ [type of identification] as identification.

Seal

  
\_\_\_\_\_  
[Notary's signature]





State of Florida )

County of Miami-Dade ) ss

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TALLAHASSEE, FLORIDA

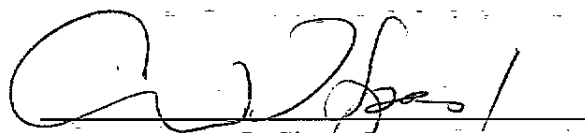
Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is SKILLED HEALTH SYSTEMS, L.C.

The name of the registered agent for SKILLED HEALTH SYSTEMS, L.C. is Andrew L. Sipos, Jr. and the street address of the company's principal office where the agent is located is 250 Bird Road, Suite 302, Coral Gables, FL 33146.

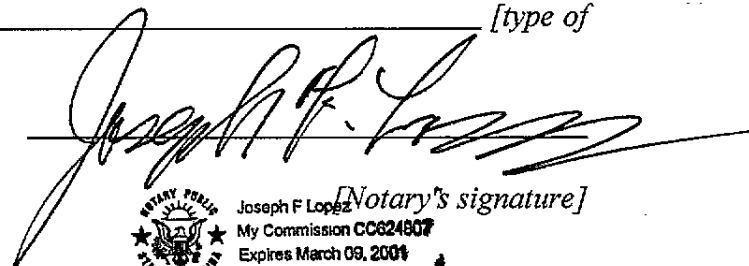
This statement is to acknowledge that, as indicated above, SKILLED HEALTH SYSTEMS, L.C. has appointed me, Andrew L. Sipos, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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.

Dated: October 12, 1998

  
Andrew L. Sipos, Jr.

The foregoing instrument was acknowledged before me this October 12, 1998, by Andrew L. Sipos, Jr., agent on behalf of SKILLED HEALTH SYSTEMS, L.C. a limited liability company. He is personally known to me or has produced \_\_\_\_\_ [type of identification] as identification.

Seal

  
[Notary's signature]  
Joseph F. Lopez  
My Commission CC624807  
Expires March 09, 2001  
