



L98000002683

ACCOUNT NO. : 072100000032

REFERENCE : 026815 11381A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 10, 1998

ORDER TIME : 10:18 AM

ORDER NO. : 026815-010

CUSTOMER NO: 11381A

CUSTOMER: Alys Nagler Daniels, Esq
GARY DYTRYCH & RYAN
GARY DYTRYCH & RYAN
Suite 402
701 U.s. Highway 1
North Palm Beac, FL 33408

500002684225--7
-11/10/98--01035--021
*****250.00 *****250.00

500002684225--7
-11/10/98--01035--022
*****35.00 *****35.00

DOMESTIC FILING

NAME: WESTPORT HOLDINGS BRADENTON,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

00524
00789-0115-00671
separate the amount of
cash & Prop. cont. if
no cash put "0".

W98-25366

13/1
7/1/01/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 10:33
98 NOV 10 AM 10:38
DIVISION OF CORPORATIONS
RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 10, 1998

CSC CORPORATION COMPANY

SUBJECT: WESTPORT HOLDINGS BRADENTON, L.L.C.
Ref. Number: W98000025366

RESUBMIT

Please give original
submission date as file date.

We have received your document for WESTPORT HOLDINGS BRADENTON, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

On the affidavit, list the amount of cash and the agreed value of property separately. If no cash has been contributed, state that.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 898A00054458

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 10:33

RECEIVED
98 NOV 12 PM 4:12
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION

FOR

WESTPORT HOLDINGS BRADENTON, L.L.C.
a Florida Limited Liability Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 10:33

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be WESTPORT HOLDINGS BRADENTON, L.L.C.

2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated 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 amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. The mailing address and the street address of the company is 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, FL 33410.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Lawrence L. Landry, 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, FL 33410.

5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new member, in the manner set forth in the Regulations of the Company.

6. Right to Continue Business. Company shall be dissolved upon 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 in the Company, unless the business of the Company is continued by the consent of all the remaining members.

7. Management of Company. The management of the Company is reserved to a manager. The name and address of the Manager, who shall serve until the first annual meeting of members or until his successor is elected and qualified, is:

<u>Names</u>	<u>Addresses</u>
Westport Realty Advisors, Ltd., a Florida Limited Partnership	3801 PGA Boulevard, Suite 805 Palm Beach Gardens, FL 33410

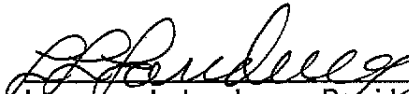
79800000339

8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the member(s). Regulations adopted by the members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the members may be taken without a meeting


if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 9th day of November, 1998.


Lawrence L. Landry, as President of Double L Investment, Inc., a Texas Corp., as general partner of Westport Asset Management, Ltd., a Florida limited partnership, as general partner of Westport Realty Advisors, Ltd., as general partner and authorized representative of Westport Senior Living Investment Fund, L.P., a Delaware limited partnership

STATE OF FLORIDA
COUNTY OF PALM BEACH


The foregoing instrument was acknowledged before me this 9th day of Nov., 1998, by Lawrence L. Landry, as President of Double L Investment, Inc., a Texas Corp., as general partner of Westport Asset Management, Ltd., a Florida limited partnership, as general partner of Westport Realty Advisors, Ltd., as general partner and authorized representative of Westport Senior Living Investment Fund, L.P., a Delaware limited partnership, who is personally known to me or who has produced as identification.


NOTARY PUBLIC
SERIAL NO.:



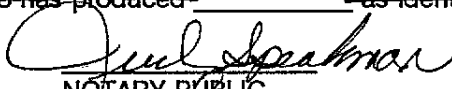
REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


Lawrence L. Landry

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th day of Nov., 1998, by Lawrence L. Landry, who is personally known to me or who has produced as identification.


NOTARY PUBLIC
SERIAL NO.:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 10:33

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF Palm Beach

Before the undersigned authority personally appeared Lawrence L. Landry, who on oath says:

1. That he is the President of Double L Investment, Inc., a Texas Corp., which is the general partner of Westport Asset Management, Ltd., a Florida limited partnership, which is the general partner of Westport Realty Advisors, Ltd., which is the general partner and authorized representative of Westport Senior Living Investment Fund, L.P., a Delaware limited partnership, which is the sole member of WESTPORT HOLDINGS BRADENTON, L.L.C., a Florida limited liability company.

2. That WESTPORT HOLDINGS BRADENTON, L.L.C., a Florida limited liability company has at least one member.

3. The agreed value of property other than cash contributed by member(s) is \$0

cash- Westport Senior Living Investment Fund, L.P.,
a Delaware limited partnership \$3,512,500.00 - CASH

4. The additional amounts anticipated to be contributed by the member is \$28,487,500.00.

FURTHER AFFIANT SAYETH NAUGHT.

Lawrence L. Landry
Lawrence L. Landry

Sworn to and subscribed before me this 9th day of November, 1998 by Lawrence L. Landry who is personally known to me or who has produced [type of identification] as identification.

Judy A. Speakman
Signature of Notary

Print, type or Stamp
Commissioned Name of Notary Public

