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CONTACT: TERESA ROMAN PHONE: (850)385-6735  
(850)561-1025

FAX #:

NAME: QUALITY ELDERCARE OF FLORIDA, L.L.C. AUDIT NUMBER.....H98000021178 DOC  
TYPE.....LIMITED LIABILITY COMPANY CERT. OF STATUS..0  
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FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION  
OF  
QUALITY ELDERCARE OF FLORIDA, L.L.C.**

**ARTICLE I  
NAME OF COMPANY**

The name of this limited liability company shall be: **QUALITY ELDERCARE OF FLORIDA, L.L.C.** (the "Company").

**ARTICLE II  
DURATION**

The Company shall have perpetual existence commencing on the date of filing these Articles of Organization with the Department of State.

**ARTICLE III  
ADDRESS**

The mailing and street address of the principal office of the Company is: 4700 West Broward Boulevard, Fort Lauderdale, Florida 34957.

This document was prepared by:

Mark A. Coel, Esq.  
4000 Hollywood Blvd.  
Suite 350 - North  
Hollywood, Florida 33021  
(954) 893-1770  
Florida Bar No.: 0770655

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**ARTICLE IV  
INITIAL REGISTERED AGENT**

The name and street address of the Company's initial Registered Agent is:

Mark A. Coel, Esq.  
4000 Hollywood Blvd.  
Suite 350 - North  
Hollywood, Florida 33021

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**ARTICLE V  
REGULATIONS OF THE COMPANY**

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization.

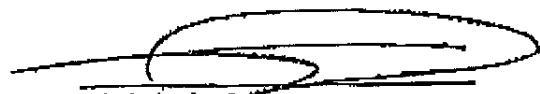
**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by its member. The name and address of the initial managing member are as follows:

David Koss  
4700 West Broward Boulevard  
Fort Lauderdale, FL

1198000021178

The undersigned, the authorized representative of David Koss, a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and files these Articles of Organization, hereby declaring and certifying that the facts stated above are true and correct.



Mark A. Coel, Esq.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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STATE OF FLORIDA  
COUNTY OF BROWARD

13<sup>th</sup> THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this day of November, 1998, by Mark A. Coel, Esq. to me personally known.



SUSAN R. BROWN  
My Commission CC488196  
Expires Apr. 25, 1999  
Bonded by F&E  
200-422-1666

Name: SUSAN R. BROWN  
Notary Public  
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.

Mark A. Coel, Esq.

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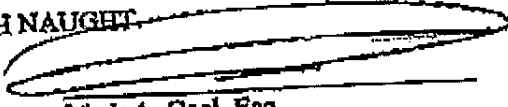
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**AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS**

The undersigned, authorized representative for David Koss, a member of QUALITY ELDERCARE OF FLORIDA L.L.C. (the "Company"), certifies as follows:

1. The Company has at least one member.
2. As of the date hereof the amount of cash contributions to the Company made by the member is \$1000.00.
3. No property other than cash contributions has been contributed by the member.
4. The total amount of cash and property contributed and anticipated to be contributed by the members is \$1,000.00.

FURTHER AFFIANT SAYETH NAUGHT

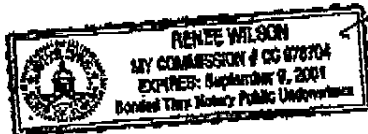


Mark A. Coel, Esq.

STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 10<sup>th</sup> day of November, 1998, by Mark A. Coel, Esq. to me personally known.



Renee Wilson  
Name:  
Notary Public  
My Commission Expires:

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