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FOLEY & LARDNER

ATTORNEYS AT LAW

100 NORTH TALLAHASSEE STREET, SUITE 2700

TALLAHASSEE, FLORIDA 32302-5814

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Florida Department of State

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LIMITED LIABILITY COMPANY

Parkcrest at Fort Myers, L.L.C.

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FROM

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**ARTICLES OF ORGANIZATION
OF
PARKCREST AT FORT MYERS, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopt the following Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is PARKCREST AT FORT MYERS, L.L.C. (the "Company").

ARTICLE II

Period of Duration

The Company's existence shall terminate not later than December 1, 2048, unless it is terminated earlier by the terms of these Articles of Organization.

ARTICLE III

Purposes and Powers

The Company is authorized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

Mailing Address and Street Address of Principal Office

The mailing and street address of the Company shall be 201 E. Kennedy Blvd., Suite 1400, Tampa, Florida 33602.

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ARTICLE V

Registered Agent

The Registered Agent for the Company shall be Cindy Knott Taylor 201 E. Kennedy Blvd., Suite 1400, Tampa, Florida 33602.

ARTICLE VI

Requirements for Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous written consent of all the then existing members of the Company and upon such terms and conditions as determined by all such members.

ARTICLE VII

Dissolution and Right to Continue Business

The Company shall be dissolved upon the first to occur of the following:

- a. the expiration of the term of the Company;
- b. the unanimous written consent of all the Company's members;
- c. 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 Company, unless the remaining members of the Company unanimously consent to the continuation of the Company's business.

ARTICLE VIII

Management

The Company shall be managed by a manager. The name and address of the manager who shall serve as manager until the first annual meeting of the Company's members or until their successors are elected and qualify is:

Cindy Knott Taylor
201 E. Kennedy Blvd.
Suite 1400
Tampa, Florida 33602

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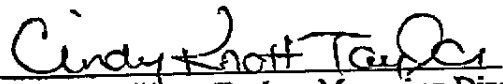
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this
___ day of November, 1998.

PARKCREST AT FORT MYERS, L.L.C.


BY: Cindy Knott Taylor, Managing Director

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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of PARKCREST AT FORT MYERS, L.L.C., as the Registered Agent of this limited liability company, hereby consents to and accepts the appointment as Registered Agent of the Company and is familiar with and accepts the obligations of this position.

PARKCREST AT FORT MYERS, L.L.C.


BY: Cindy Knott Taylor

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of PARKCREST AT FORT MYERS, L.L.C. (the "Company") hereby declares that:

- 1) the Company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$10,000;
- 3) the agreed value of property other than cash contributed by the members is none;
- 4) the amount anticipated to be contributed by the members is none.

IN WITNESS WHEREOF, this Affidavit of Membership and Contributions is executed this ____ day of November, 1998 under penalties of perjury.


BY: Cindy Knott Taylor, Managing Director

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