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LIMITED LIABILITY COMPANY

SENIOR CARE COALITION, L.C.

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ARTICLES OF ORGANIZATION
OF
SENIOR CARE COALITION, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be SENIOR CARE COALITION, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 10920 S.W. 10th Street, Pembroke Pines, FL 33025

ARTICLE III -- DURATION

Perpetual. The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is

Scott Colton
10920 S.W. 10th Street
Pembroke Pines, FL 33025

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash of \$25,000.00.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the majority consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the majority written consent of the members of the company and on such terms and conditions as shall be determined by majority consent of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of the other members of the company approve of the proposed transfer by written consent.

IRA L. ZUCKERMAN, P.A.
Attorney at Law
1771 W. Oakland Park Blvd. #215
Sunrise, FL 33351

FBN-402702
154) 748-1988

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ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of a majority of the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Colton Management Corp., whose address is 10920 S.W. 10th Street, Pembroke Pines, FL 33025.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SENIOR CARE COALITION, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the member(s) is \$25,000.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$_____. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$25,000.00. This total includes amounts from 2 and 3 above.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Sunrise, Florida, on this 2/5 day of January, 1999.

Organizer:

COLTON MANAGEMENT CORP.

By: 
SCOTT COLTON
President

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STATE OF FLORIDA
COUNTY OF BROWARD

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Sworn to and subscribed before me this 24th day of January, 1999, by Scott Colton, President of COLTON MANAGEMENT CORP., who is personally known to me, or produced _____ identification. --85



Jennifer Cannon
MY COMMISSION # CC513145 EXPIRES
November 29, 1999
BONDED TRUST TRUST INSURANCE, INC.

Jennifer Cannon
Notary Public -- State of Florida

Jennifer Cannon

Print, Type, or Stamp
Commissioned Name of Notary Public

(SEAL)

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That SENIOR CARE COALITION, L.C.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the Articles of
Incorporation at City of SUNRISE, County of BROWARD
State of FLORIDA has named SCOTT COLTON
located at 10920 SW 10th ST (Name of Resident Agent)
(Street address & no. of bldg., P.O. Box not acceptable)
City of PEMBROKE PINES, County of BROWARD, State of
Florida, as its agent to accept service of process within this
State.

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ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By SCOTT COLTON
Registered Agent

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SENIOR CARE COALITION L.C.

| MEMBER | CAPITAL | INTEREST |
|--|---------|----------|
| GOD'S VIP SENIOR HAVEN, LTD. 4681 SW 66 th AVENUE DAVIE, FL. 33314 SCOTT COLTON, G.P. | 20,000 | 80 |
| SAFE HARBOUR RETIREMENT HOME INC. 1400 S.W. 26 th STREET FT. LAUDERDALE, FL. 33315 MARSHA GODENBERG, PRESIDENT | 1,250 | 5 |
| REGINA ENTERPRIZES, INC. 1100 TROPICAL WAY PLANTATION, FL. 33317 REGINA KEATING, PRESIDENT | 1,250 | 5 |
| FEI ENTERPRIZES, INC. 1341 EAST OAK KNOLL CIRCLE FT. LAUDERDALE, FL. 33324 CAMPBELL EPES, PRESIDENT | 1,250 | 5 |
| THE GOLDEN RULE, INC. 811 NE 28 th STREET WILTON MANORS, FL. 33334 JORDAN WASHALL, PRESIDENT | 1,250 | 5 |

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