

Division of Corporations

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Florida Department of State
Division of Corporations
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From:

Account Name : CUMMINGS & LOCKWOOD
Account Number : 102336001100
Phone : (941) 649-3186
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LIMITED LIABILITY COMPANY

Nightingale of Naples, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 29, 1999

AARON A. FARMER, ESQ.
CUMMINGS & LOCKWOOD
P.O. BOX 413032
NAPLES, FL 34101

SUBJECT: NIGHTINGALE OF NAPLES, LLC
REF: W99000002404

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please put the complete name in Article I. In Article V you must list the address of Claude O. Whited.

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

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

OF

NIGHTINGALE OF NAPLES, LLC

ARTICLE I

Name

The name of this Limited Liability Company is NIGHTINGALE OF NAPLES, LLC (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is 375 Thirteenth Avenue South, Naples, FL 34102.

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be c/o Cummings & Lockwood, 3001 Tamiami Trail North, 4th Floor, Naples, FL 34103, and its initial registered agent at such office shall be CLASP INC.

ARTICLE V

Management

The Company is to be managed by a manager and the name and address of such manager who is to serve as manager until the first annual meeting or until his successor are chosen is Claude O. Whited, whose address is 375 Thirteenth Avenue South, Naples, FL 34102.

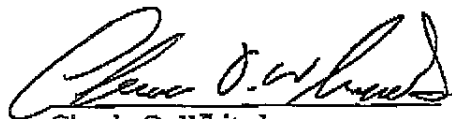
Prepared by Aaron A. Farmer, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No.0995053

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Dated this 29TH day of JANUARY, 1999.



Claude O. Whited
Member Manager

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NIGHTINGALE OF NAPLES, LLC (the "Company"), deposes and says:

1. The above-named Company has at least one member.
2. The total amount of cash contributed by the members at this time is: \$20,000.00.
3. If any, the agreed value of property other than cash contributed by members is: \$-0-.
4. The amount of cash or property anticipated to be contributed by members in the future is: \$-0-.
5. The total amounts of 2, 3 and 4 is \$20,000.00.

Dated: JANUARY 29, 1999



Claude O. Whited
Member Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

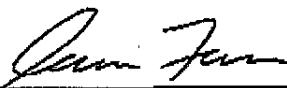
1. The name of the Limited Liability Company is: NIGHTINGALE OF NAPLES,
LLC
2. The name and address of the registered agent and office is:

CLASP INC.
c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, FL 34103

*Having been named as registered agent and to accept service of process for the above-stated
limited liability company at the place designated in this certificate, 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.*

DATED: January 29, 1999.

CLASP INC.
Registered Agent

By: 
Aaron A. Farmer, Vice President

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