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**TERRACE
COMMUNITIES,
L.L.C.**

Assisted Living Facilities

February 10, 1999

State of Florida
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Organization for Terrace Management, L.L.C.

Enclosed is an original, executed copy of the Articles of Organization for Terrace Management, L.L.C.

Please file these Articles in accordance with the applicable Florida Statute concerning Limited Liability Companies.

Also enclosed is a Goray Development Company check in the amount of \$293.75 to cover the following items:

\$250.00	Filing Fee for Articles Affidavit
\$ 35.00	Designation of Registered Agent
\$ 8.75	Certificate of Status
\$293.75	Total

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-02/16/99--01022--014
****293.75 ****293.75

Sincerely,	
Name	2/19/99
Availability	doc
Document Examiner	Gerald A. Goray
Enclosures	DCC
cc:	Jack Heaton
	Ned Wayman
	Mark Mitchell
W. P. Verifier	doc

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

TERRACE MANAGEMENT, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

621 N. W. 53rd Street, Suite 255
Boca Raton, FL 33487

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Gerald A. Goray
621 NW 53rd Street, Suite 255
Boca Raton, FL 33487

Edwin B. Wayman
621 NW 53rd Street, Suite 255
Boca Raton, FL 33487

Jack E. Heaton
Rural Route 2, Box 1115
Manchester Center, VT 05255

Mark P. Mitchell
One Main Avenue
Golden, CO 80401

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ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted only upon the unanimous consent of all the members.

ARTICLE VI - Members Rights to Continue Business

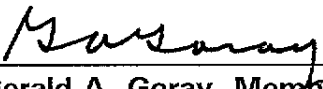
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members may continue the business of the subject limited liability company upon the occurrence of any one or more of the foregoing events.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Terrace Management, L.L.C. certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the members is \$12,000.00
3. if any, the agreed value of property other than cash contributed by members is None
4. the total amount of cash and property contributed and anticipated to be contributed by members is \$12,000.00


Gerald A. Goray, Member

2/10/99

(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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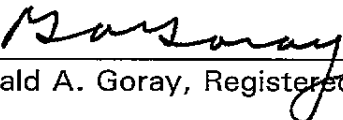
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is Terrace Management, L.L.C.
2. The name and the Florida street address of the registered agent is:

Gerald A. Goray
621 NW 53rd Street, Suite 255
Boca Raton, FL 33487

*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.*



Gerald A. Goray, Registered Agent

2/10/99

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