

L990000002961



ACCOUNT NO. : 072100000032

REFERENCE : 250366 11381A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 21, 1999

ORDER TIME : 8:43 AM

ORDER NO. : 250366-005

CUSTOMER NO: 11381A

800002883568--6

CUSTOMER: Alys Nagler Daniels, Esq
GARY DYTRYCH & RYAN
GARY DYTRYCH & RYAN
Suite 402
701 U.s. Highway 1
North Palm Beac, FL 33408

-05/24/99--01015--021
****285.00 ****285.00

DOMESTIC FILING

NAME: WESTPORT HOLDINGS PBG, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

Name	Availability
Document Examiner	DCC
Registrar	DCC
Notary	DCC
Adjudgement	DCC
W. P. Verifier	DCC

FILED
99 MAY 24 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 MAY 24 AM 9:59
DIVISION OF CORPORATION

L990000002961

ARTICLES OF ORGANIZATION

FOR

WESTPORT HOLDINGS PBG, L.L.C.,
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be WESTPORT HOLDINGS PBG, L.L.C.

2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. The mailing address and the street address of the company is 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, FL 33410.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Lawrence L. Landry, 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, FL 33410.

5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new member, in the manner set forth in the Regulations of the Company.

6. Right to Continue Business. Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

7. Management of Company. The management of the Company is reserved to a manager. The name and address of the Manager, who shall serve until the first annual meeting of members or until his

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TALLAHASSEE, FLORIDA

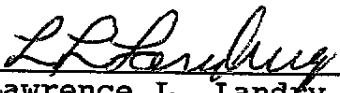
successor is elected and qualified, is:

<u>Names</u>	<u>Addresses</u>
Westport Realty Advisors, Ltd., a Florida Limited Partnership	3801 PGA Boulevard, Suite 805 Palm Beach Gardens, FL 33410

8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the member(s). Regulations adopted by the members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).


9. Informal Action of Members. Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 14th day of May, 1999.


Lawrence L. Landry, as President of Double L Investment, Inc., a Texas Corp., as managing member of Westport Asset Management, L.L.C., a Florida limited liability company, as general partner of Westport Realty Advisors, Ltd., as general partner and authorized representative of Westport Senior Living Investment Fund, L.P., a Delaware limited partnership

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14th day of May, 1999, by Lawrence L. Landry, as President of Double L Investment, Inc., a Texas Corp., as managing member of Westport Asset Management, L.L.C., a Florida limited liability company, as general partner of Westport Realty Advisors, Ltd., as general partner and authorized representative of Westport Senior Living Investment Fund, L.P., a Delaware limited partnership, who is personally known to me or who has produced as identification.


NOTARY PUBLIC
SERIAL NO.:

VIRGINIA L. DEIGHAN
Notary Public - State of Florida
My Commission Expires Apr 8, 2002
Commission # CC722102

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MAY 24 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

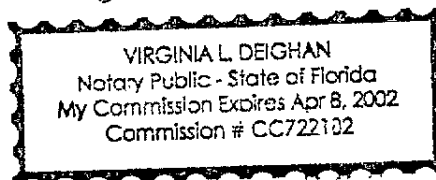
Lawrence L. Landry
Lawrence L. Landry

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14th day of May, 1999, by Lawrence L. Landry, who is personally known to me or who has produced _____ as identification.

Virginia L. Deighan
NOTARY PUBLIC
SERIAL NO.:

alys\and3997.art



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF Palm Beach

Before the undersigned authority personally appeared Lawrence L. Landry, who on oath says:

1. That he is the President of Double L Investment, Inc., a Texas Corp., which is the managing member of Westport Asset Management, L.L.C., a Florida limited liability company, which is the general partner of Westport Realty Advisors, Ltd., which is the general partner and authorized representative of Westport Senior Living Investment Fund, L.P., a Delaware limited partnership, which is the sole member of WESTPORT HOLDINGS PBG, a Florida limited liability company.

2. That WESTPORT HOLDINGS PBG, L.L.C., a Florida limited liability company has at least one member.

3. The agreed value of property other than cash contributed by the sole member is as follows:

Westport Senior Living
Investment Fund, L.P. \$0.00

The amount of cash contributed by the sole member is as follows:

Westport Senior Living
Investment Fund, L.P. \$600,000.00

4. The additional amounts anticipated to be contributed by the member is \$15,000,000.00.

The total contributed and anticipated to be contributed is \$15,600,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Lawrence L. Landry
Lawrence L. Landry

Sworn to and subscribed before me this 14th day of May, 1999 by Lawrence L. Landry who is personally known to me or who has produced as identification.

Virginia L. Deighan
Signature of Notary

VIRGINIA L. DEIGHAN
Print, type or Stamp

alys\and3997.art

VIRGINIA L. DEIGHAN
Notary Public - State of Florida
My Commission Expires Apr 8, 2002
Commission # CC722102

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MAY 21 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA