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LIMITED LIABILITY COMPANY

BEACON VILLAS, L.C.

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**ARTICLES OF ORGANIZATION
OF
BEACON VILLAS, L.C.**

The following are the Articles of Organization of Beacon Villas, L.C., pursuant to Florida Statutes Chapter 608.

1. Name. The name of this limited liability company is Beacon Villas, L.C., a Florida limited liability company (the "Company").
2. Duration. The Company shall exist from the date of filing of these Articles with the Florida Secretary of State and until the earlier of fifty (50) years from such date or the occurrence of any of the events specified in the Regulations and Operating Agreement or Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida, including without limitation the acquisition, renovation and operation of an assisted living facility.
4. Place of Business. The mailing and street address of the Company's principal office is Attn: Thomas R. Cronin, Sr., 3951 Fowler Street, Fort Myers, Florida 33901.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Pete Doragh. The street address of the initial registered agent of the Company is 12800 University Drive, Suite 600, Fort Myers, Florida 33907.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the member(s) is four hundred fifty thousand dollars (\$450,000.00). No additional contributions have been agreed upon.
7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. Termination of Membership. 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, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. Management of the Company. The management of the Company shall be vested in the manger(s) of the Company. The Company shall be managed in accordance

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with the Regulations and Operating Agreement adopted by all of the initial members. The names and addresses of the initial manager(s) are:

Thomas R. Cronin, Sr.
3951 Fowler Street
Fort Myers, Florida 33901

10. Regulations. The manager or managers shall have the power to adopt, alter, amend, or repeal the Regulations and Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

13. Authorized Representative. These Articles are signed by Pete Doragh as the authorized representative of Thomas R. Cronin, Sr., an initial member of the Company.

The undersigned executed these Articles of Organization effective as of the 1st day of June, 1999.

Authorized Representative of Member:


Pete Doragh

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Pete Doragh, Registered Agent

Dated: June 1, 1999.

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AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)

I, Pete Doragh, Authorized Representative of Thomas R. Cronin, Sr., one of the initial members of Beacon Villas, L.C., a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least one (1) member.
2. The members of the Company have contributed and will contribute a total of four hundred fifty thousand dollars (\$450,000.00) of cash to the Company.
3. No property other than the cash identified in number 2 hereof will be contributed.
4. It is not anticipated that any additional cash or property will be contributed in the future by the members of the Company.

Executed this 1st day of June, 1999.

FURTHER AFFLIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief. (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.)

Authorized Representative Member


Pete Doragh

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