

L99000005335

V. J. VOORHEIS, P.A.

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August 24, 1999

AIRBORNE EXPRESS

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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***337.50 ***337.50

RE: NORWOOD COMMUNITY CARE, L.L.C.

Gentlemen:

Enclosed is the original and a duplicate copy of the Articles of Organization of the above proposed limited liability company, the Acceptance of Designation as Registered Agent, and the Affidavit of the Managing Partners. Please endorse your approval of the Articles of Organization on the duplicate copy and return same to the undersigned.

Our check in the amount of \$337.50 is enclosed (representing the filing fee of \$285 and certification fee of \$52.50).

Very truly yours,
V. J. Voorheis
V. J. VOORHEIS

VJV/slh
Enclosures
SEC. NOR

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ARTICLES OF ORGANIZATION
OF
NORTHWOOD COMMUNITY CARE, L.L.C.,
a Florida Limited Liability Company

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is NORTHWOOD COMMUNITY CARE, L.L.C.

ARTICLE II

DURATION

The existence of the Company shall commence as of 9:00 a.m., E.S.T., on August 25, 1999, and shall continue for a period of thirty (30) years from that date, unless earlier dissolved in accordance with the provisions of Article VI herein.

ARTICLE III

ADDRESS

The mailing address and the street address of the principal office of the Company is 3700 Poinsettia Avenue, West Palm Beach, Florida 33407.

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ARTICLE IV

INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of the Company is MARVIN PATEL at 3700 Poinsettia Avenue, West Palm Beach, Florida 33407.

ARTICLE V

ADDITIONAL MEMBERS

Additional members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the Company, which consent may be unreasonably withheld. Any individual or entity who is subsequently admitted as a Member shall have all of the rights and obligations of the other Members.

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ARTICLE VI

RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

In the event of 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 Company, the business of the Company shall not be continued and the Company shall be dissolved unless all of the remaining Members of the Company unanimously agree to continue the business of the Company.

ARTICLE VII

MANAGEMENT

The management of the Company shall be vested in the Members in proportion to their contribution(s) to the capital of the Company.

<u>Name</u>	<u>Address</u>
MARVIN PATEL, as President of KUMAR MANAGEMENT, INC.	3700 Poinsettia Avenue West Palm Beach, FL 33407
ABDOL MAJID SHAMS	3700 Poinsettia Avenue West Palm Beach, FL 33407
JOHN FINCK	3700 Poinsettia Avenue West Palm Beach, FL 33407

ARTICLE VIII

REGULATIONS

The regulation and management of the affairs of the Company shall be governed by the Regulations of the Company. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members of the Company.

ARTICLE IX

DISTRIBUTIONS

Prior to dissolution and at least annually as income has been received by the Company, amounts determined and tax returns

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filed, the Members shall determine funds available for distribution, in accordance with the ownership interest of each Member. Upon liquidation, a reasonable reserve as mutually determined in amount shall be established as escrows or otherwise, which activity need not unduly delay the termination of the Company for all other purposes. Members shall have no right to demand and receive in-kind distributions.

ARTICLE X

INDEMNIFICATION AND LIABILITY

The Company may, as determined by the Members, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding to the extent permitted by and in accordance with applicable laws and statutes and Regulations of the Company.

ARTICLE XI

AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

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STATE OF FLORIDA)
 :ss.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared ABDOL MAJID SHAMS, a Member of NORTHWOOD COMMUNITY CARE, L.L.C., a Florida Limited Liability Company, who is personally known by me or who presented Id. Drives License as identification, who executed the foregoing Articles of Organization, and who acknowledged, under oath, that he executed these Articles of Organization freely and voluntarily for the purposes therein stated.

WITNESS my hand official seal on this 23 day of August, 1999.

Jack D Christopher
Notary Public Signature
Print Name Jack D Christopher
Notary Commission No. _____
My Commission Expires: _____

OFFICIAL NOTARY SEAL
JACK D CHRISTOPHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC737749
MY COMMISSION EXP. APR. 27, 2002

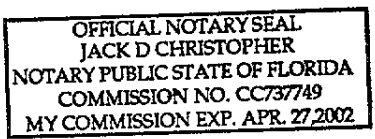
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STATE OF FLORIDA)
 :ss.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN FINCK, a Member of NORTHWOOD COMMUNITY CARE, L.L.C., a Florida Limited Liability Company, who is personally known by me or who presented Sta Driver License as identification, who executed the foregoing Articles of Organization, and who acknowledged, under oath, that he executed these Articles of Organization freely and voluntarily for the purposes therein stated.

WITNESS my hand official seal on this 23 day of August, 1999.

Jack D Christopher
Notary Public Signature
Print Name Jack D Christopher
Notary Commission No. _____
My Commission Expires: _____



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of NORTHWOOD COMMUNITY CARE, L.L.C., a Florida Limited Liability Company, as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of NORTHWOOD COMMUNITY CARE, L.L.C.

Date: August 23, 1999


MARVIN PATEL, Registered Agent

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NORTHWOOD COMMUNITY CARE, L.L.C.,
a Florida Limited Liability Company

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STATE OF FLORIDA)
 : ss.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared MARVIN PATEL, who being first duly sworn, deposes and states:

1. NORTHWOOD COMMUNITY CARE, L.L.C., shall initially have three (3) Members.
2. The amount of capital of NORTHWOOD COMMUNITY CARE, L.L.C., shall initially consist of the following amounts of cash which shall be contributed by the Member as set forth below:

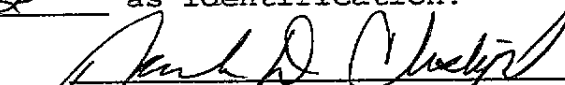
<u>Member</u>	<u>Amount</u>	<u>Percentage</u>
KUMAR MANAGEMENT, INC.	\$475	47.5
ABDOL MAJID SHAMS	\$475	47.5
JOHN FINCK	\$50	5.0

3. Approximately \$1,000 of property other than cash shall be contributed to NORTHWOOD COMMUNITY CARE, L.L.C., by the Members, and it is expected that \$10,000 in cash will be contributed hereafter.

4. The total contributed and to be contributed will be \$12,000.


MARVIN PATEL, Affiant

SWORN TO AND SUBSCRIBED before me this 23 day of August, 1999, by MARVIN PATEL, who is personally known to me or who presented Via Drivers License as identification.


Notary Public Signature
Print Name Jack D Christopher
Notary Commission No. _____
My Commission Expires: _____

NORWOOD . LLC

OFFICIAL NOTARY SEAL
JACK D CHRISTOPHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC737749
MY COMMISSION EXP. APR. 27 2002