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GOVERNMENT ATTORNEY
** ALSO ADMITTED TO PRACTICE IN TENNESSEE

September 17, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

Re: CareProperties, L.L.C.

100002991111--1

09/20/99--01087--009

****285.00 ****285.00

Dear Madam:

Enclosed you will find the original Certificate of Designation of Registered Agent/Registered Office, Articles of Organization and Affidavit of Capital Contributions for the above referenced, along with a copy of each for filing. I have also enclosed a check in the amount of \$285.00 the fee for filing and a check in the amount of \$52.50 for a certified copy of same.

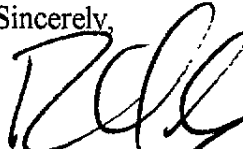
Best personal regards.

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*****52.50 *****52.50

Sincerely,


Ronald L. Clark

RLC/dbl

Enclosures

xc: Client (via facsimile transmission)
Kim Myrick (via facsimile transmission)

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
CAREPROPERTIES, L.L.C.
a Florida Limited Liability Company**

The undersigned Managing Member, desiring to form a limited liability company pursuant to the Limited Liability Company Act, hereby states:

ARTICLE I. Name

The name of the Limited Liability Company is:

CareProperties, L.L.C.

ARTICLE II. Address

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

CareProperties, L.L.C.
2000 East Edgewood Drive
Suite #118
Lakeland, Florida 33803

ARTICLE III. Term of Existence

This Limited Liability Company shall dissolve no later than December 31, 2040.

ARTICLE IV. Manager

The Limited Liability Company is to be managed by a manager and the name, mailing address and street address of such person who is to serve as manager is:

Susan T. McCaskill
2000 East Edgewood Drive
Suite #118
Lakeland, Florida 33803

ARTICLE V. Admission

Additional members may be admitted by the unanimous written consent of all members under the terms and conditions agreed to by all of the members.

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DIVISION OF CORPORATIONS
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ARTICLE VI. Continuity

The remaining members of the Limited Liability Company, by unanimous written consent, may continue the Limited Liability Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other even which terminates the continued membership of a member in the Limited Liability Company.


SUSAN T. MCCASKILL
Managing Member

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
CAREPROPERTIES, L.L.C.**

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared SUSAN T. McCASKILL, a member of CareProperties, L.L.C., who, upon being sworn, certified as follows:

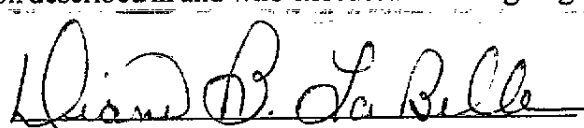
The undersigned member of CareProperties, L.L.C. certifies:

- | | | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| 1) | the above named Limited Liability Company has at least one (1) member; | |
| 2) | the total amount of cash to be contributed by the members is | \$ 1,000.00 |
| 3) | if any, the agreed value of property other than cash contributed by members is (a description of the property is attached and made a part hereto); and | None at this time |
| 4) | the total amount of cash and property contributed and anticipated to be contributed by members | \$ 1,000.00 |

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


SUSAN T. McCASKILL, Member

SWORN TO before me, on this the 17th day of September 1999, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SUSAN T. McCASKILL, to me personally known or known to me by evidence of personally known to be the person described in and who executed the foregoing instrument and who did take an oath.


Notary Public

My Commission Expires: 4-28-03

My Commission Number: CC818605

DIANE B. LABELLE
Notary Public - State of Florida
My Commission Expires Apr 28, 2003
Commission # CC 818605

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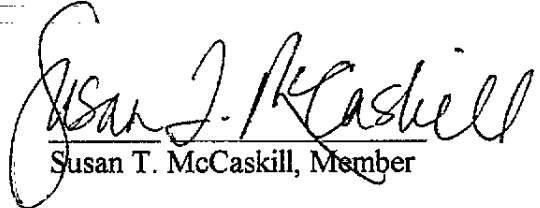
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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

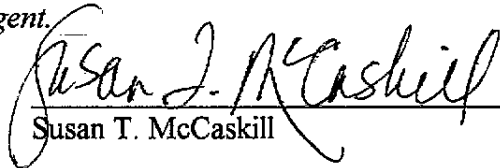
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is CareProperties, L.L.C.
2. The name and the Florida street address of the registered agent is:

Susan T. McCaskill
2000 East Edgewood Drive
Suite #118
Lakeland, Florida 33803


Susan T. McCaskill, Member

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.


Susan T. McCaskill

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