

L990000006384



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 396957 4323655

AUTHORIZATION :

COST LIMIT : \$ 125

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -4 PM 4:25

ORDER DATE : October 4, 1999

ORDER TIME : 4:23 PM

ORDER NO. : 396957-100

600003004986-14

CUSTOMER NO: 4323655

CUSTOMER: Ms. Jozette Chack-on
ANNIS MITCHELL COCKEY EDWARDS
ANNIS MITCHELL COCKEY EDWARDS
Post Office Box 3433

Tampa, FL 33601

DOMESTIC FILING

NAME: NHC PLACE/VERO BEACH, LLC

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: Christine Lillich

EXAMINER'S INITIALS:

MJH

RECEIVED
99 OCT -4 PM 4:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

September 23, 1999

Florida Department of State
Division of Corporations

Re: Consent for Use of Name
NHC PLACE/VERO BEACH, LLC

Dear Madam or Sir:

The undersigned, on behalf of NHC PLACE/VERO BEACH, INC., a Florida corporation (the "Corporation"), does hereby consent to the use of the name "NHC PLACE/VERO BEACH, LLC" (the "LLC"), by the sole member named in the LLC's Articles of Organization.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard F. LaRoche, Jr.", with a stylized flourish at the end.

Richard F. LaRoche, Jr.
*Vice President of NHC Place/
Vero Beach, Inc.*

3405-003-677555

**ARTICLES OF ORGANIZATION
OF
NHC PLACE/VERO BEACH, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -4 PM 4:25

1. Name. The name of this limited liability company is NHC PLACE/VERO BEACH, LLC, a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles of Organization with the Florida Department of State, unless these Articles of Organization or the operating agreement of the Company provide otherwise.

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.

4. Place of Business. The mailing and street address of the Company's principal office is 3855 Indian River Boulevard, Vero Beach, Florida 32960.

5. Registered Agent and Office. The name of the initial registered agent of the Company is John H. Rains, III. The street address of the initial registered agent of the Company is 201 North Franklin Street, Suite 2200, Tampa, Florida 33602.

6. 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.

7. 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 all remaining members agree in writing to continue the business of the Company.

8. Management of the Company. The management of the Company is reserved to the members. The Company shall initially be managed by its sole member, NHC/OP, L.P., which is located at 100 Vine Street, Murfreesboro, Tennessee 37130.

The undersigned executed these Articles of Organization on the 1 day of September, 1999.

SOLE MEMBER:

NHC/OP, L.P., a Delaware limited partnership

By: NHC/Delaware, Inc.,
a Delaware corporation,
Its General Partner

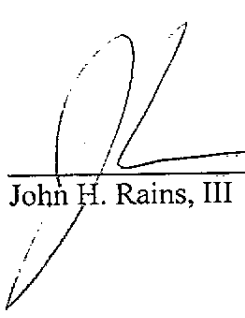
By: Richard F. LaRoche, Jr.
Richard F. LaRoche, Jr.
Vice President

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.

Dated: 22nd, 1999

3405-003-677488


John H. Rains, III