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LIMITED LIABILITY COMPANY

Harbor Assisted Living, LLC

APPROVED AND FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

FOR

**HARBOR ASSISTED LIVING, LLC
a Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I. NAME

The name of the limited liability company is: HARBOR ASSISTED LIVING, LLC (the "Company").

ARTICLE II. ADDRESS

The street address of the principal office of the Company is 1701 Highway A1A, Suite 304, Vero Beach, Florida 32963. The mailing address of the principal office of the Company is 1701 Highway A1A, Suite 304, Vero Beach, Florida 32963.

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the written consent of the members of the Company.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are F&L Corp., The Greenleaf Building, 200 Laura Street, 3rd Floor, Jacksonville, Florida 32201-0240.

ARTICLE V. MANAGEMENT

The Company shall be a manager-managed company.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt the Operating Agreement of the Company shall be vested in the members of the Company. The power to alter, amend, or repeal the Operating Agreement of the Company shall be exercised by the members of the Company according to the terms thereof.

Date: May 8, 2003

By: [Signature]
Michael A. Okaty, Authorized Representative

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Paragraph III of the foregoing Articles of Organization as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 608.415, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the limited liability company.

DATED, this 8th day of May, 2003.

REGISTERED AGENT:

F & L CORP.
a Wisconsin corporation

By: 
John A. Sanders
Agent and Authorized Signatory

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TALLAHASSEE, FLORIDA
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