

**ARTICLES OF ORGANIZATION
OF
LONG TERM CARE CONSULTANTS, LLC**

LISA MCGOWEN (the "Initial Member") hereby forms a limited liability company (the "Company") under the Alabama Limited Liability Company Act, Section 10-12-1, et seq., Code of Alabama (1994 Cumulative Supplement), as amended by Act No. 97-920 (collectively the "Act"), and has authorized **RONALD A. LEVITT** (the "Organizer") to execute and file these Articles pursuant to the Act.

1. NAME OF COMPANY. The name of the Company is:

"LONG TERM CARE CONSULTANTS, LLC"

2. COMPANY OPERATING AGREEMENT. The affairs of the Company, the conduct of its business, and the relations of its Members, are regulated and established under the Operating Agreement dated contemporaneously with these Articles by and between the Members as the same may be amended from time to time in accordance with its terms (the "Operating Agreement"). Capitalized terms used but not defined in these Articles are defined in the Operating Agreement.

3. PERIOD OF DURATION. The period of the Company's duration shall be from the date these Articles are filed pursuant to the Act (the "Filing Date") until the fiftieth (50th) anniversary of the Filing Date, provided that the Company shall be dissolved, and its affairs shall be wound up, upon the occurrence of any of the following events:

- (a) the written consent of the Initial Member to dissolve the Company;
- (b) if there is no remaining member of the Company, unless, within ninety (90) days after the cessation of membership of the last member, the holders of all financial rights in the Company pursuant to the Act agree in writing to continue the legal existence and business of the Company and to appoint one or more new members;
- (c) if the Company is not the successor in any merger or consolidation with one or more limited liability companies or other entities; or
- (d) the entry of a decree of judicial dissolution under the Act.

4. COMPANY PURPOSE. The Company has been organized to provide consulting services to businesses and individuals relating to long term care, and to engage in the sale of various types of financial, insurance or similar products relating to long term care, and to engage in any other lawful business for which limited liability companies may be organized under the Act.

5. INITIAL REGISTERED OFFICE. The location and mailing address of the initial Registered Office of the Company is 3535 Grandview Parkway, Suite 222, Birmingham,

Alabama 35243. The name of the Company's initial Registered Agent at such address is Lisa McGowen.

6. INITIAL MEMBER. The name and mailing address of the Initial Member is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lisa McGowen	3535 Grandview Parkway, Suite 222 Birmingham, Alabama 35243

7. ADDITIONAL AND SUBSTITUTE MEMBERS. Additional or substitute members shall be admitted to the Company as provided in the Company's Operating Agreement.

8. CESSATION OF MEMBERSHIP. The cessation of membership of any member of the Company will result in the dissolution of the Company only if (i) there is no remaining member following such cessation of membership and (ii) the legal existence and business of the Company is not continued pursuant to Paragraph 3(b) of these Articles.

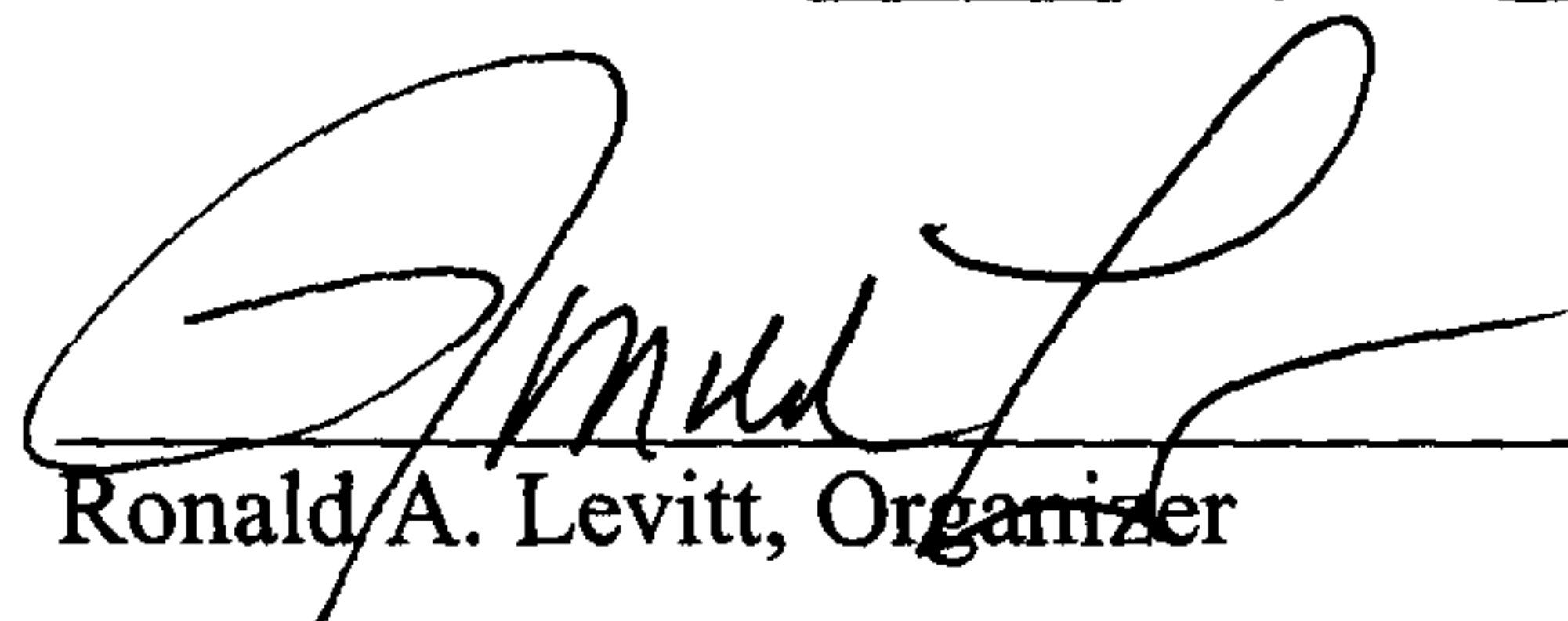
9. MANAGEMENT OF THE COMPANY. Management of the Company is vested in the Initial Member pursuant to the Act and the Operating Agreement.

10. INDEMNIFICATION OF MEMBERS, EMPLOYEES AND AGENTS. The Company may indemnify the Initial Member, any subsequent or additional members of the Company, and employees, agents and affiliates of the Company, to the maximum extent provided by law.

11. AMENDMENT. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter provided by law.

12. EXECUTION BY ORGANIZER. Ronald A. Levitt (the "Organizer") is authorized to execute documents in connection with the formation of the Company and has executed these Articles as Organizer, pursuant to §10-12-13(a)(1), §10-12-13(c) and §10-12-14(b) of the Act.

IN WITNESS WHEREOF, the undersigned, acting as the Organizer of the Company has executed these Articles of Organization effective as of the 30th day of July, 2002.



Ronald A. Levitt, Organizer

This document prepared by:

Ronald A. Levitt
Walston, Wells, Anderson & Bains, LLP
505 North 20th Street, Suite 500
Birmingham, AL 35203
(205) 251-9600

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Ronald A. Levitt, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal this the 3rd day of July, 2002.

Frederic A. Johnson
Notary Public

My Commission Expires:

2-11-05