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Division of Corporations

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P. 01/04

Page 1 of 1

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From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19930000090
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FLORIDA LIMITED PARTNERSHIP

^{Ltd.}
Willows Senior Apartments, L.P.

Certificate of Status	1
Certified Copy	0
Page Count	03
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WILLOWS SENIOR APARTMENTS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of WILLOWS SENIOR APARTMENTS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be WILLOWS SENIOR APARTMENTS, LTD.
2. The address of the initial office where records shall be kept shall be 3131 Clark Road, Suite 203, Sarasota, Florida 34231. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The names and initial business addresses of the General Partner(s) are:

RLI BENEFICIAL WILLOWS, LLC, L04-9743
a Florida limited liability company
3131 Clark Road, Suite 203
Sarasota, Florida 34231
4. The initial mailing address of the limited partnership is 3131 Clark Road, Suite 203, Sarasota, Florida 34231.
5. The latest date upon which the Partnership is to dissolve shall be February 31, 2064.

This Certificate has been executed by the undersigned as of the 4 day of February, 2004.

GENERAL PARTNER:

RLI BENEFICIAL WILLOWS, LLC
a Florida limited liability company

By:

Donald W. Paxton, Member

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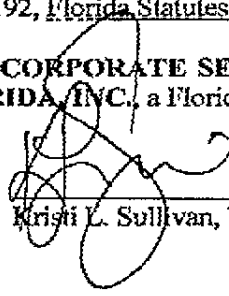
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for WILLOWS SENIOR APARTMENTS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By:


Kristi L. Sullivan, Vice President

Dated this 4th day of February, 2004.

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