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DATE: 11-30-04

NAME: willows senior apartments limited partnership

TYPE OF FILING: SUPPLEMENTAL AFFIDAVIT

COST: \$1,7500.00- CK ATTACHED

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ACCOUNT: ~~FCA0000000015~~

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TALLAHASSEE, FLORIDA

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting the sole general partner of **WILLOWS SENIOR APARTMENTS LIMITED PARTNERSHIP**, a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The sum of \$50.00 has already been contributed by the Limited Partners, and an additional \$8,157,590.00 is anticipated. Therefore, the total capital contributions on record will be \$8,157,640.00.

This Supplemental Affidavit is executed this 19th day of November, 2004.

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.

WILLOWS SENIOR APARTMENTS LIMITED PARTNERSHIP, a Florida limited partnership

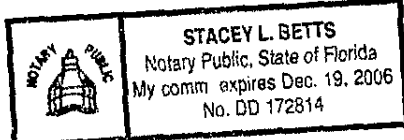
By: RLI Beneficial Willows, LLC, a Florida limited liability company, its general partner

By: [Signature]
Donald W. Paxton, Manager

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Donald W. Paxton, as Manager of RLI Beneficial Willows, LLC, a Florida limited liability company, known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as Manager of RLI Beneficial Willows, LLC, a Florida limited liability company, as general partner of Willows Senior Apartments Limited Partnership, a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 day of November, 2004.



[Signature]
Notary Public
State of Florida at Large
My Commission Expires: 12/19/04