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BLACK BOBANGO & MORGAN

A PROFESSIONAL CORPORATION
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November 1, 1996

FILED
96 NOV -4 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Corporate Filing
409 East Gaines Street
Tallahassee, Florida 32399

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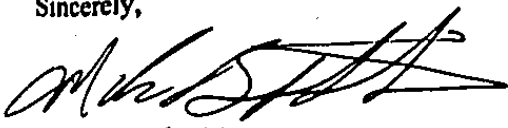
RE: Hibiscus Assisted Living, Limited Partnership

Dear Sir or Madam:

Enclosed please find a Certificate of Limited Partnership for the above referenced limited partnership as well as the Affidavit of Capital Contributions and Acceptance of Appointment for the Registered Agent. I have also enclosed a check for the amount of \$1,837.50 for the filing fees and copy charges. Please file the Certificate and return it to me with the enclosed FedEx label.

Thank you for your attention to this matter.

Sincerely,



Mark Beutelschies

Enclosures

A96-2054

Name	AL-11-6
Availability	
Document Examiner	AL
Updater	AL
Updater Verifier	AL
Acknowledger	AL
W. P. Verifier	AL

CERTIFICATE OF LIMITED PARTNERSHIP

OF

HIBISCUS ASSISTED LIVING, LIMITED PARTNERSHIP

Pursuant to the provisions of the Florida Statutes, Section 620.108, the undersigned general partner of HIBISCUS ASSISTED LIVING, LIMITED PARTNERSHIP ("Limited Partnership") hereby executes a certificate of limited partnership:

1. The name of the Limited Partnership is:

HIBISCUS ASSISTED LIVING, LIMITED PARTNERSHIP

2. The complete address of the principal office ^{and mailing address} of the Limited Partnership is:

1350 South Hickory Street
Melbourne, Florida 32901

3. The complete address of the initial registered office in Florida is:

1200 S. Pine Island Road
Plantation, Florida 33324

4. The name of the registered agent, to be located at the address in No. 3 is:

CT Corporation System

5. The name and address of the only general partner is:

Health First Assisted Living, Inc.
1350 South Hickory Street
Melbourne, Florida 32901

PA600089845

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2026.

7. This Certificate of Limited Partnership is to be effective upon filing by the Secretary of State.

Signed this 1st day of November, 1996.

HIBISCUS ASSISTED LIVING, LIMITED PARTNERSHIP

By: HEALTH FIRST ASSISTED LIVING, INC.

By: George T. Johnson
George T. Johnson, President

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ACCEPTANCE OF APPOINTMENT

RE: HIBISCUS ASSISTED LIVING, LIMITED PARTNERSHIP

The undersigned acknowledges and accepts its appointment as registered agent of the above limited partnership and agrees to act in the capacity and to comply with the provisions relative to keeping open the registered office at the address specified above.

Dated: October 31, 1996

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By



John J. Linnihan
Asst. Vice President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned being the only general partner of Hibiscus Assisted Living, Limited Partnership, a Florida Limited Partnership, hereby certify as follows:

The amount of capital contributions to date of the limited partners is \$1,500,000.00.

The total amount contributed and anticipated to be contributed by the limited partners as of the date hereof totals \$1,500,000.00

This 1st day of November, 1996.

FURTHER AFFIANT SAYETH NOT:

Under the penalties of perjury, I declare that I am the duly authorized president of Health First Assisted Living, Inc. and I have read the foregoing and that the facts alleged are true, to the best of my knowledge, information and belief.

General Partner:

Health First Assisted Living, Inc.

By: _____

George T. Johnson
George T. Johnson, President

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