

F97000002374

Requestor's Name
HOLLAND & KNIGHT
WALK IN
PICK UP AT 1:00
 Address

City/State/Zip Phone #

800002589108--0
 -07/15/98--01006--005
 ***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Freedom Group, Inc. # K10362
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 4:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JUL 14 PM 4:32
 98 JUL 14 PM 4:25
 DIVISION OF CORPORATIONS

Give the date

Merger 7/15/98

Examiner's Initials	
---------------------	--

ARTICLES OF MERGER
Merger Sheet

MERGING:

FREEDOM GROUP, INC., a FL corp., #K10362

INTO

AMERICAN RETIREMENT CORPORATION, a Tennessee corporation,
F97000002374

File date: July 14, 1998

Corporate Specialist: Susan Payne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF
FREEDOM GROUP, INC.
WITH AND INTO
AMERICAN RETIREMENT CORPORATION

98 JUL 14 PM 4: 32

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), American Retirement Corporation, a Tennessee corporation ("ARC"), and Freedom Group, Inc., a Florida corporation ("FGI"), collectively referred to as the "Merging Corporations," adopt the following Articles of Merger for the purpose of merging FGI with and into ARC, with ARC being the surviving corporation (the "Merger"):

1. The Plan of Merger approved by each of the Merging Corporations is attached hereto as Exhibit A.

2. The effective date of the Merger shall be the later of the date Articles of Merger are filed with the Secretary of State of the State of Tennessee or the date of filing hereof.

3. Approval of the Plan of Merger by the shareholders of ARC is not required by the Tennessee Business Corporation Act. The Plan of Merger was approved by the Board of Directors of ARC on March 25, 1998.

4. The Plan of Merger was approved by the shareholders of FGI on May 29, 1998.

Dated as of July 14, 1998.

FREEDOM GROUP, INC.,
a Florida corporation

By: [Signature]
Title: Chief Executive Officer
Robert G. Roskamp

AMERICAN RETIREMENT CORPORATION,
a Tennessee corporation

By: [Signature]
Title: Executive Vice President
H. Todd Kaestner

EXHIBIT A

**PLAN OF MERGER
OF
FREEDOM GROUP, INC.
WITH AND INTO
AMERICAN RETIREMENT CORPORATION**

1. Constituent Corporations; Surviving Corporations. The corporations proposing to merge are American Retirement Corporation, a Tennessee corporation ("ARC"), and Freedom Group, Inc., a Florida corporation ("FGI"). FGI proposes to merge with and into ARC, with ARC being the "Surviving Corporation" (the "Merger"). The Surviving Corporation's name shall be American Retirement Corporation.
2. Terms and Conditions of Merger. The Merger will become effective upon the later of the filing of the Articles of Merger in substantially the form attached hereto as Exhibit A (the "Articles of Merger") in the office of the Secretary of State of the State of Tennessee or the filing of the Articles of Merger in the office of the Secretary of State of the State of Florida (the "Effective Time").
 - a. Continuation of ARC. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties, and assets of ARC shall continue unaffected and unimpaired by the Merger.
 - b. Termination of Existence of FGI. Following the effectiveness of the Merger, the separate existence of FGI shall cease, and all rights, privileges, powers, properties, and assets of FGI shall be vested in ARC and shall be effectively the property of ARC as they were of FGI.
3. Organization of Surviving Corporation.
 - a. Governing Documents. The Charter of ARC shall be the Charter of the Surviving Corporation (the "Charter"), and the Bylaws of ARC shall be the Bylaws of the Surviving Corporation (the "Bylaws"), at and after the Effective Time.
 - b. Directors and Officers. The directors and officers of ARC shall be the directors and officers of the Surviving Corporation immediately at and after the Effective Time.
4. Conversion of Common Stock. At the Effective Time, the issued and outstanding shares of (a) Class A Common Stock, par value \$1.00 per share, and Class B Common Stock, par value \$1.00 per share, of FGI and (b) Series A Preferred Stock, par value \$20,000 per share, of FGI

shall be converted into and become exchangeable for, the right to receive an aggregate of (i) 1,370,000 shares of validly issued, fully paid, and nonassessable common stock, par value \$.01 per share, of ARC ("ARC Common Stock"), and (ii) subject to adjustment, \$20,179,669 in cash by wire transfer of immediately available funds.

#583835.04