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FILED
99 MAY 25 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 250999 161524A
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 35.00

ORDER DATE : May 24, 1999
ORDER TIME : 9:0 AM
ORDER NO. : 250999-010
CUSTOMER NO: 161524A

200002885552--4

CUSTOMER: Ms. Melinda Walker
American Retirement Corp.
111 Westwood Place
Suite 402
Brentwood, TN 37027

RECEIVED
99 MAY 25 AM 10:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: AMERICAN RETIREMENT
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

G. COULLETTE MAY 25 1999

CONTACT PERSON: Brenda Phillips

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Tennessee submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: AMERICAN RETIREMENT CORPORATION

2. The mailing address of the corporation is: Suite 402, 111 WESTWOOD PLACE
BRENTWOOD, TN 37027

3. Date of incorporation/qualification: May 5, 1997 Document number: F97000002374

4. The name and address of the current registered agent and office:
NRAI SERVICES, INC.
526 E. PARK AVE.
TALLAHASSEE, FL 32301

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5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature] 5-17-99
(Signature of an officer, chairman or vice chairman of the board) (Date)

GEORGE T. HICKS, Assistant Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company
By: [Signature] 5/20/99
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:
DEBORAH D. SKIPPER Assistant Vice President
(Typed or Printed Name) (Capacity)

*** FILING FEE: \$35.00 ***