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ACCOUNT NO. : 072100000032

REFERENCE : 750821 4305663

AUTHORIZATION : Patricia Pujato

COST LIMIT : \$ 125.00

MJH

ORDER DATE : June 30, 2000

ORDER TIME : 10:56 AM

ORDER NO. : 750821-025

700003317977--4

CUSTOMER NO: 4305663

CUSTOMER: Ms. Tina M. Maynard
Bass Berry & Sims
315 Deaderick Street
Suite 2700
Nashville, TN 37238-0002

FOREIGN FILINGS

NAME: ARC MANAGEMENT, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

FILE 2ND

CONTACT PERSON: Mimi Stephens

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 AM 8:30

RECEIVED
00 JUL 10 PM 12:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ARC MANAGEMENT, LLC
(Name of foreign limited liability company)

2. TENNESSEE 3. 62-1812621
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. FEBRUARY 14, 2000 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 111 WESTWOOD PLACE - SUITE 402
BRENTWOOD, TN 37027
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

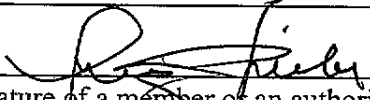
9. The name and usual business addresses of the managing members or managers are as follows:

American Retirement Corporation
111 Westwood Place, Suite 402
Brentwood, TN 37027

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 AM 8:30

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Management of retirement, senior living, assisted living, and memory impaired facilities.


Signature of a member of an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

GEORGE T. HICKS
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ARC MANAGEMENT, LLC

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Deborah D Skipper

(Signature)

**Deborah D. Skipper
Asst. Secretary**

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Secretary of State

Corporations Section

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 07/06/2000
REQUEST NUMBER: 00188520
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/14/2000
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0384630
JURISDICTION: TENNESSEE

TO:
THE SEARCH IS ON
PO BOX 330007

NASHVILLE, TN 37203

REQUESTED BY:
THE SEARCH IS ON
PO BOX 330007

NASHVILLE, TN 37203

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"ARC MANAGEMENT, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 07/06/00

FROM:
TSIO
PO BOX 330007

NASHVILLE, TN 37212-0000

| | FEES | |
|-------------------------|-------------|----------|
| RECEIVED: | \$440.00 | \$0.00 |
| TOTAL PAYMENT RECEIVED: | | \$440.00 |
| RECEIPT NUMBER: | 00002708175 | |
| ACCOUNT NUMBER: | 00333725 | |



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE