



MO100 0002806

ACCOUNT NO. : 072100000032

REFERENCE : 383404 4305663

AUTHORIZATION *Patricia Pujut*

COST LIMIT : \$ 125.00

ORDER DATE : December 14, 2001

ORDER TIME : 4:16 PM

ORDER NO. : 383404-035

CUSTOMER NO: 4305663

CUSTOMER: Ms. Laura J. Lincoln
Bass Berry & Sims
315 Deaderick Street
Suite 2700
Nashville, TN 37238-3001

FOREIGN FILINGS

NAME: ARC DELRAY BEACH, LLC

RECEIVED
01 DEC 14 PM 4:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION --(TYPE: CO)

100004727281-1-0

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

APPROVED
AND
FILED
01 DEC 14 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janna Wilson -- EXT#

EXAMINER: *JPB*
12-17-01

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 DELRAY BEACH, LLC
(Name of foreign limited liability company)

2. Tennessee
(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for
(FEI number, if applicable)

4. 12/11/01
(Date of Organization)

5. perpetual
(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 200
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 200
Brentwood, TN 37027

01 DEC 14 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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: own, operate and manage retirement, senior living, assisted living and memory impaired facilities

Todd Kaestner
Signature of a member or 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.)
H. Todd Kaestner, VP of American Retirement Corporation
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 DELRAY BEACH, LLC

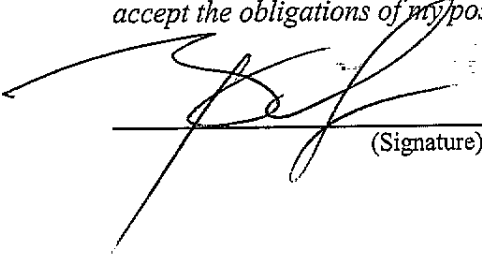
2. The name and the Florida street address of the registered agent and office are:

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 the 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.


Brian Courtney
as its agent

(Signature)

\$ 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
TALLAHASSEE, FLORIDA

01 DEC 14 AM 9:17

APPROVED
AND
FILED

Secretary of State
Division of Business Services

312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 12/13/2001
REQUEST NUMBER: 01347138
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/11/2001
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0418451
JURISDICTION: TENNESSEE

TO:
BASS BERRY & SIMS
JAMIE CURRY
315 DEADERICK ST
NASHVILLE, TN 37238

REQUESTED BY:
BASS BERRY & SIMS
JAMIE CURRY
315 DEADERICK ST
NASHVILLE, TN 37238

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"ARC DELRAY BEACH, 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.

APPROVED
AND
FILED
01 DEC 14 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/13/01

FROM:
BASS BERRY & SIMS (NASHVILLE)
315 DEADERICK STREET
SUITE 2700
NASHVILLE, TN 37238-0002

RECEIVED: FEES \$220.00 \$0.00
TOTAL PAYMENT RECEIVED: \$220.00
RECEIPT NUMBER: 00002970928
ACCOUNT NUMBER: 00000149



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE