

MO2000002532

CORPORATION(S) NAME

1) Fretus Investors Orange Park, LLC

2) Fretus Investors Jacksonville, LLC

3) Fretus Investors Jacksonville, LLC

4) Fretus Investors Orange Park, LLC

5) Fretus Investors Jacksonville, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Profit

Amendment

Merger

Nonprofit

Dissolution/Withdrawal

Mark

Foreign

Reinstatement

Other

Limited Partnership

Annual Report

Change of RA

LLC

Name Registration

UCC

registration

Fictitious Name

CUS

Certified Copy

Photocopies

Call When Ready

Call If Problem

After 4:30

Walk In

Will Wait

Pick Up

Mail Out

Name

9/24/02

Order#: 5586031

Availability _____

200007988252--6

Document _____

-09/24/02--01054--024

Examiner _____

Ref#: *****5.00 *****5.00

Updater _____

200007988252--6

Verifier _____

-09/24/02--01054--025

W.P. Verifier _____

Amount: \$ *****125.00 *****125.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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. FRETUS Investors Orange Park LLC
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. N/A
(FEI number, if applicable)
- 4. September 18, 2002
(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. 199 Fremont Street
San Francisco, CA 94105
(Street address of principal office)

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

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

FRETUS Investors LLC, 199 Fremont Street, San Francisco, CA 94105

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: Assisted living facility

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.)
(SEE ATTACHED SIGNATURE PAGE)

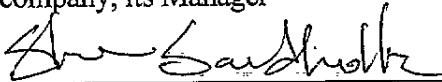
Typed or printed name of signee

ATTACHMENT TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
FRETUS INVESTORS ORANGE PARK LLC

MANAGER:

FRETUS Investors LLC, a Washington limited
liability company

By: FSPP Fretus I, L.L.C., a Delaware limited
liability company, its Manager

By: 
Steven M. Sandholtz, Authorized Signatory

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TALLAHASSEE, FLORIDA

Delaware

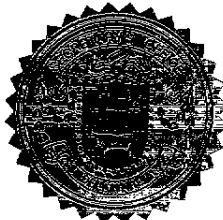
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRETUS INVESTORS ORANGE PARK LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3570114 8300

020581581

AUTHENTICATION: 1989872

DATE: 09-18-02

**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: _____

FRETUS Investors Orange Park LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation

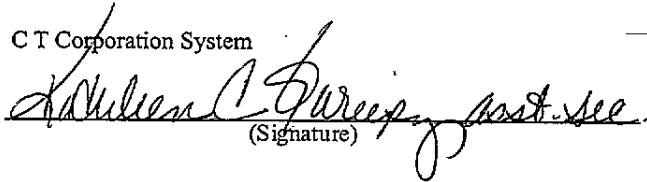
FL 33324

City/State/Zip

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 TALLAHASSEE, FLORIDA

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.

C T Corporation System


 (Signature)

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