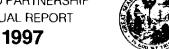
FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE

Sandra Mortham

Secretary of State DIVISION OF CORPORATIONS

1. Name of Limited Partnership

DOCUMENT # B9400000371

FILLU SECRETARY OF STATE DIVISION OF CORFORATIONS

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C/O THE CORPORATION TRUST COMPANY 14160 DALLAS PARKWAY. SUITE 300 DALLAS TX 75240 C/O THE CORPORATION TRUST COMPANY 14160 DALLAS PARKWAY. SUITE 300 DALLAS TX 75240 2a. Principal Office Address Suite, Apt #, etc City & State Country Country Country Country Country Country Country Country Country Solutions in FLORIDA 1	RETIREMENT LIVING COMMUNITIES, L.P., LTD.					
DALLAS TX 75240 F98000000981	C/O THE CORPORATION TRUST COMPANY C/O THE CORPORATION			09/13/1994	Shown on record	
2. Mailing Address 28. Principal Office Address Suite, Apt. #, etc. Suite, Apt. #, etc. City & State City & State Country Zip Country Zip Country Zip Country Zip Country To Certificate of Status Desired Registered Agent Registered Agent Name City State Registered Agent Street Address (P.O. Box Number is Not Acceptate) State Agent #, etc. City Fig. Zep Code To the purpose of changing its registered desired of Status Status of the State of Foods. Such As a per learning agent in an infancing in the designation of section 620 192. Fords Status, the after a registered agent and are certificate and accept the designation of Section 620 192. Fords Status Status Changes was authorized by its general particity). Thereby accept the appointment of registered agent and accept the designation of Section 620 192. Fords Status SIGNATURE (Registered Agent Accepting Appointment) A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. 11. Name(s) of General Partner(s) 11. Name(s) of General Partner(s) 11. Registered Registered Regis			11. 300		5b. Amount of Capital	
City & State Country Country Zip Country Zip Country Zip Country Zip Country Zip Country B. Make cliccl- puysible to Dept of State (See recrease side for fice informated to the purpose of State (See recrease side for fice informated to the provisions of sections 620 1051 and 620 192 Florida Statutes. The above named immediately organized or registered under the laws of flie State of Fordia, such in the State of Florida Such change was authorized by its general partner(s). Thereby accord this appointment of registered agent and change was authorized by its general partner(s). Thereby accord this appointment of registered agent and accepting Appointment). A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. 11. Nanie(s) of General Partner(s) 11a. (Do NOT Use Post Office Box Numbers) 11b. City, State 2 Zip Code 11c. Pagestranor/Document Numbers Page0000000981	2. Mailing Address	2a. Principal Office Address	2a. Principal Office Address		to date	
City & State City & State						
9, Name and Address of Current Registered Agent 10, Inchanged, new Registered Agent/Office Cit CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 Suite, April if, etc. City FL Zip Code To the purpose of changing its registered office or registered agent, or both, in the State of Florida Such change was authorized by its general partner(s). Thereby accept the appointment or registered Agent Acceptation SIGNATURE (Registered Agent Accepting Appointment) A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. 11. Name(s) of General Partner(s) 11a. (po NOT Use Post Office Box Numbers) 11b. City, State 8 Zip Code F96000000981	City & State		City & State		\$8.75 Additional	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 Street Address (P.O. Box Number is Not Acceptable) Street Address (P.O. Box Number is Not Acceptable) Street Address (P.O. Box Number is Not Acceptable) Suite, Apt #, etc City FL Zip Code Total City FL Zip Code FL Zip Code FL Zip Code Total City FL Zip Code FL Zip	Zip Country	Zıp	Zip Country		Make check payable to Dept of State (See reverse side for fee information	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 Suite. Apt #, etc City FL Zip Code Total Partnership organized or registered under the laws of the State of Froida, submits this stateme for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). Thereby accept the obligations of section 620 192, Florida Statutes. SIGNATURE (Registered Agent Accepting Appointment) A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. 11. Name(s) of General Partner(s) 11a. (Do NOT Use Post Office Box Numbers) 11b. City, State & Zip Code 11c. Registration/ Document Number F96000000961	9. Name and Address of C	urrent Registered Agent		10. If changed, new Registere	d Agent/Office	
for the purpose of changing its registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). Thereby accept the appointment of registere agent. I am familiar with, and accept the obligations of section 620-192, Florida Statutes. DATE A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. 11. Name(s) of General Partner(s) 11a. (Do NOT Use Post Office Box Numbers) CAPITAL RETIREMENT GROUP, IN 14160 DALLAS PARKWAY, DALLAS TX 75240 F96000000981	1200 SOUTH PINE ISLAND ROAD		Suite, Apt #, et-		FL Zip Code	
11. Name(s) of General Partner(s) 11a. (Do NOT Use Post Office Box Numbers) 11b. City. State & Zip Code 11c. Registration/ Document Number 11b. City. State & Zip Code 11c. Registration/ Document Number F96000000961	for the purpose of changing its registered of agent. I am familiar with, and accept the obli- SIGNATURE (Registered Agent Accepting Appointme. A GENERAL PARTNER TH	fice or registered agent, or both, in the State of Figations of section 620 192, Florida Statutes ent) IAT IS A CORPORATION,	LIMITED P.	was authorized by its general partner(s). Ther DATE ARTNERSHIP OR OTHE	eby accept the appointment of registered	
CAPITAL RETIREMENT GROUP, IN 14160 DALLAS PARKWAY, DALLAS TX 75240 F9600000961					11c. Registration/	
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12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k). Florida Statutes it release the Division of Corporations from any hability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. If urther certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under early that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by oranger 620, Florida Statutes

DATE: October 4, 1996

SIGNATURE By: Capital Retirement Group, Inc.

Typed or Printed Name of General Partner Signing Form David R. Brickman, Vice President Daytine Telephone Number (972)770-5600