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(Business Entity Name)

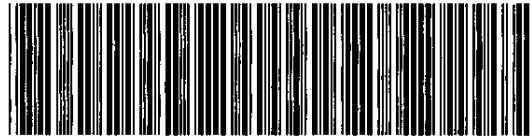
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Senior Living Property Co, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Wendy M. Chappell, Paralegal
(Name of Person)

Williams Mullen Clark & Dobbins, PC
(Firm/Company)

222 Central Park Ave., Suite 1700
(Address)

Virginia Beach, VA 23462
(City/State and Zip Code)

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For further information concerning this matter, please call:

Wendy M. Chappell, Paralegal at (757) 473-5436
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy



WILLIAMS MULLEN

Direct Dial: 757.473.5436
wchappell@williamsmullen.com

August 8, 2007

File No. 048359.0001

VIA UPS NEXT DAY AIR

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Senior Living Property Co, LLC
Application by Foreign Corporation for Authorization
to Transact Business in Florida

Dear Sir or Madam:

Please file the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of Senior Living Property Co, LLC. I enclose our firm's check in the amount of \$125.00 to defray costs of filing.

Please file each and return the acknowledgment of filing to my attention as soon as possible.

Should you have any questions regarding this filing, please contact me directly (757) 473-5436. Thank you for your assistance with this matter.

Sincerely,

Wendy M. Chappell
Corporate Paralegal

Enclosures

cc: Mr. Michael Marshall
c/o Ms. Pam Milot (w/encl.)
Lawrence R. Siegel, Esquire (w/o encl.)
Joel Nied, Esquire (w/o encl.)

#1210326 v1 - L - FLSOS - Qual - Senior Living Property Co, LLC

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

222 Central Park Avenue, Suite 1700 Virginia Beach, VA 23462-3035 Tel: 757.499.8800 Fax: 757.473.0395
www.williamsmullen.com

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TALLAHASSEE, FLORIDA

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

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

1. Senior Living Property Co, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Virginia

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

3.

(FEI number, if applicable)

4. May 29, 2007

(Date of Organization)

5.

Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing of application.

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7.

3073 Horseshoe Drive South, Suite 100, Naples, Florida, 34104

(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:

3073 Horseshoe Drive South, Suite 100, Naples, Florida, 34104

SLP Manager, LLC, a Virginia limited liability company Title: Manager

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:

To own property.

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.)

Lawrence R. Siegel, Authorized Representative

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Senior Living Property Co, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL

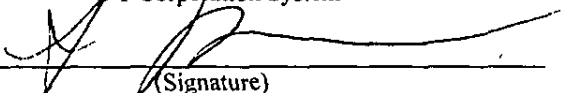
33324

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, Florida Statutes.

C T Corporation System

By:


(Signature)

Anusha Putty
Vice President
and Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A certificate of organization was issued by the Commission to Senior Living Property Co, LLC, a limited liability company formed under the laws of VIRGINIA, effective as of May 29, 2007.

As of the date below, articles of cancellation have not been filed in this office by Senior Living Property Co, LLC, a Virginia limited liability company.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
August 6, 2007*



Joel H. Peck
Joel H. Peck, Clerk of the Commission