

CT CORPORATION

A020000000553

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 11

CORPORATION(S) NAME

Miami Beach VOA Senior Housing Limited Partnership

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 APR 11 AM 11:08

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/11/02

RUSH
FILE SECOND

Order#: 5267200

000005254200--8

-04/11/02--01055--017

Ref#: ***1846.25 ***1846.25

Amount: \$ _____

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

A CCH LEGAL INFORMATION SERVICES COMPANY

CERTIFICATE OF LIMITED PARTNERSHIP

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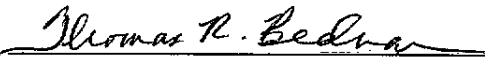
THE UNDERSIGNED, the sole general partner of MIAMI BEACH VOA SENIOR HOUSING LIMITED PARTNERSHIP (the "Limited Partnership"), for the purpose of forming a limited partnership pursuant to and under the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes Sections 620.101-620.186 Chapter 322A, hereby certifies as follows:

1. The name of the Limited Partnership is "Miami Beach VOA Senior Housing Limited Partnership."
2. The mailing address of the office of the Limited Partnership, as required by Florida Statutes Section 620.108(1)(d), is:

7530 Market Place Drive
Eden Prairie, MN 55344

3. The name and address of the agent for service of process required by Florida Statutes Sections 620.105 and 620.108(1)(b) is

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324



Signature of Registered Agent
Thomas R. Bednar, Asst. Sec.

4. The name and business address of the sole general partner of the Limited Partnership is:

Miami Beach VOA Senior Housing, Inc.
7530 Market Place Drive
Eden Prairie, MN 55344

5. The latest date upon which the Limited Partnership is to dissolve is April 10, 2032.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 10th day of April, 2002.

MIAMI BEACH VOA SENIOR HOUSING, INC.



By: Mark S. Larson
Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting the sole general partners of Miami Beach VOA Senior Housing Limited Partnership, a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$0.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$4,570,000.

Signed this 10th day of April, 2002.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

MIAMI BEACH VOA SENIOR HOUSING, INC.



By: Mark S. Larson
Vice President

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