

Division of Corporations

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FLORIDA/FOREIGN LP/LLP

Highland Gardens Development, Ltd.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

A06-144
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
HIGHLAND GARDENS DEVELOPMENT, LTD.

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Highland Gardens Development, Ltd., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

HIGHLAND GARDENS DEVELOPMENT, LTD.

2. The mailing address and the street address of the Partnership is

9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33156

3. The name and address of the agent for service of process on the Partnership are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The names and addresses of the General Partners of the Partnership are:

PHG - HIGHLAND, LLC
9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33156

HG SENIOR HOUSING CORP.
3810 Inverrary Boulevard, Suite 405
Lauderhill, Florida 33319

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IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January 25, 2006

PHG - HIGHLAND, LLC, a Florida limited liability company, a General Partner

By: 

David O. Deutch, Vice President

DATED: January ____, 2006

HG SENIOR HOUSING CORP., a Florida not for profit corporation, a General Partner

By: _____

Name: _____

Title: _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for HIGHLAND GARDENS DEVELOPMENT, LTD., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January ____, 2006

Brian J. McDonough

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January ___, 2006

PHG - HIGHLAND, LLC, a Florida
limited liability company, a General PartnerBy: _____
David O. Deutch, Vice PresidentDATED: January 26, 2006HG SENIOR HOUSING CORP., a Florida
corporation, a General Partner~~By: _____~~
~~Joseph M. Cobo, President~~By: Kevin Cregan
Kevin Cregan, Authorized Agent**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

I, Brian J. McDonough, hereby accepts my appointment as registered agent for HIGHLAND GARDENS DEVELOPMENT, LTD., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January ___, 2006

Brian J. McDonough

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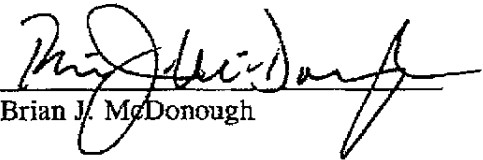
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for HIGHLAND GARDENS DEVELOPMENT, LTD., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 24, 2006
Brian J. McDonough

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