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L. SELLERS

JUN - 2 2008

From:

Account Name : BROAD AND CASSEL (ORLANDO)
 Account Number : I19980000090
 Phone : (407) 839-4200
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EXAMINER

FLORIDA/FOREIGN LP/LLLP

Magnolia Senior Limited Partnership

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$1,061.25

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAGNOLIA SENIOR LIMITED PARTNERSHIP**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of MAGNOLIA SENIOR LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be Magnolia Senior Limited Partnership (the "Partnership").

2. The initial mailing address and the address of the initial office where records shall be kept shall be 2206 Jo-An Drive, Sarasota, Florida 34231. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

3. The names and initial business address of the General Partner is:

BENEFICIAL MAGNOLIA SENIOR LLC, a Florida limited liability company
2206 Jo-An Drive
Sarasota, Florida 34231

4. The latest date upon which the Partnership is to dissolve shall be December 31, 2068.

5. The Partnership hereby elects to not be a limited liability limited partnership.

This Certificate has been executed by the undersigned as of the 30th day of May, 2008.

GENERAL PARTNER:

BENEFICIAL MAGNOLIA SENIOR LLC,
a Florida limited liability company

By: _____

Donald W. Paxton, Manager

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MAGNOLIA SENIOR LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: *Gloria E. Nadal*
Gloria E. Nadal, Vice President

Dated this 2nd day of June, 2008.

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