

A9500000/257

LAUREN A. COHEN, LL.B.
CONSULTANT
8222 Wilcox Road, Suite 171
Coral Springs, Florida 33065
(305) 345-8833

FILED
BSS AUG 22 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

July 14, 1995

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800001566258
-08/22/95--01081--003
*****87.00 *****87.00

Re: Filing of Certificate and Affidavit of Limited Partnership
Kensington Healthcare Associates, Ltd.

Dear Sir or Madam:

Please file the enclosed Certificate and Affidavit of Limited Partnership for Kensington Healthcare Associates, Ltd. The filing fee of \$52.00, and the designation of registered agent fee of \$35.00, are enclosed herein.

Thank you for your assistance in this matter.

Sincerely,



LAUREN A. COHEN
Consultant

8/23/95

Enclosure
cc: file

A95000001257

CERTIFICATE AND AFFIDAVIT OF LIMITED PARTNERSHIP

OF

KENSINGTON HEALTHCARE ASSOCIATES, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS CERTIFICATE OF LIMITED PARTNERSHIP, dated August __, 1995, has been executed and is filed pursuant to Section 620.108 of the Florida Revised Limited Partnership Act (the "Act") to form a limited partnership under the Act.

1. **Name.** The name of the limited partnership is **KENSINGTON HEALTHCARE ASSOCIATES, LTD.**

2. **Registered Office; Registered Agent.** The address of the registered office and the name and address of the registered agent for service of process is:

**KHA, Inc.
8222 Wiles Road, Suite 171
Coral Springs, Florida 33065**

3. **Mailing Address and Principal Office.** The mailing address for the limited partnership and the address of the principal office in the United States where records are to be kept or made available is:

**8222 Wiles Road, Suite 171
Coral Springs, Florida 33067**

4. **General Partner.** The names, the mailing addresses, and the street addresses of the business of the general partner is:

**KHA, Inc.
8222 Wiles Road, Suite 171
Coral Springs, Florida 33067**

5. **Partnership Term.** The latest date upon which the limited partnership is to exist is December 31, 2044, unless sooner dissolved by written consent.

6. Initial and Anticipated Capital Contributions. The initial capital contributions and anticipated capital contributions of the limited partners shall aggregate \$100.00.

EXECUTED on the date written first above.

Witnesses:

GENERAL PARTNER:

Douglas A. Miller

President
KHA, Inc.,
General Partner

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

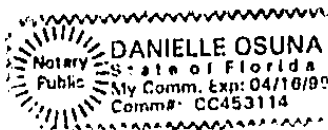
COUNTY OF BROWARD

SUBSCRIBED AND SWORN TO before me by Douglas A. Miller, as President of KHA, Inc., as general partner, this 16 day of August, 1995. He is personally known to me and did take an oath.

Danielle Osuna

Notary Public
State of Florida

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 620.105(2), Florida Statutes, the following is submitted, in compliance with said Section:

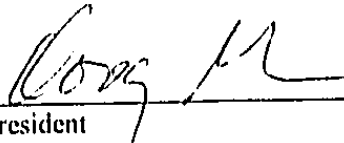
That KENSINGTON HEALTHCARE ASSOCIATES, LTD., desiring to organize under the laws of the State of Florida, has named KHA, Inc., located at 8222 Wiles Road, Suite 171, Coral Springs, Florida 33067, as its agent to accept services of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this certificate, KHA, Inc., hereby agrees to act in this capacity, and agrees to comply with the provisions said Act relative to keeping open said office.

Dated this ____ day of August, 1995

KHA, Inc.



President

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