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LAW OFFICES
OF

Bacon, Bacon, Johnson & Goddard, P.A.

An Association of Professional Associations

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October 14, 1998

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

200002666802--8

-10/19/98--01062--002

*****52.50 *****52.50

**IN RE: Amended Certificate of Limited Partnership
Sarasota One, Ltd.**

To whom it shall concern:

I am enclosing herewith an Amended Certificate of Limited Partnership together with our check in the amount of \$52.50 for filing. The Amendment does not change the total amount of initial contribution.

Please return a proof of filing to this office. Should you have any questions regarding the above, please call. Thank you for your attention to the foregoing. I am

Yours very truly,
BACON, BACON, JOHNSON
& GODDARD, P.A.

DAVID A. BACON, Esquire
DAB/jlc
Enclosure

FILED
98 OCT 19 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A97-2058

Name Availability	CR 10-23
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledgment	CR
W. P. Verifier	CR

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
FOR
SARASOTA ONE, LTD.**

The undersigned, JAMES SOPER, as the named and designated managing general partner for SARASOTA ONE, LTD., a limited partnership created under the laws of the State of Florida, as evidenced by that Certificate of Limited Partnership duly filed with the Department of State, State of Florida on September 24, 1997, pursuant to Florida Statute 620.108, does hereby make and submit this Amendment to Certificate of Limited Partnership for Sarasota One, Ltd., pursuant to Florida Statute 620.109 for the purposes specifically stated below:

1. Name Change: The name of the Limited Partnership has been changed from Sarasota One, Ltd., to HORIZON SENIOR LIFESTYLES, LTD.

2. Purpose: The business purpose of the Limited Partnership has been amended to the following:

To own, hold, manage and administer that certain assisted living facilitate located in Sarasota, Florida, commonly known and referred to as "Heron House", and to purchase, acquire, take and hold fee simple title to parcels of real property for use and development as assisted living facilities, upon such terms as shall be approved by the General Partners.

3. Registered Office. The office address of the Limited Partnership's principal place of business is stated below:

Business Address: 3221 Fruitville Road
Sarasota, FL 34237

4. Registered Agent. The name and address of the registered agent of the Limited Partnership is stated below:

Name: David A. Bacon, Esquire
Address: 2959 First Avenue North
St. Petersburg, FL 33713

5. General Partners. James Soper and Edwin D. Taylor, II, as the General Partners of the Limited Partnership have assigned, transfer and conveyed their general partnership interest to the following corporate entity which shall be, constitute and act as the sole general partner of the Limited Partnership:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL PARTNER:

ADDRESS:

STERLING SENIOR SERVICES, INC.
a Florida corporation

8452 Merrill Circle
Largo, FL 34777

897-82334

James Soper and Edwin D. Taylor, II are officers and directors of Sterling Senior Services, Inc.

EXECUTED by James Soper, individually and as President of Sterling Senior Lifestyles, Inc., this 13 day of October, 1998.


JAMES SOPER

STERLING SENIOR SERVICES, INC.

By: 
JAMES SOPER

EXECUTED by Edwin D. Taylor, II, this 13 day of October, 1998.


EDWIN D. TAYLOR, II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared JAMES SOPER to me well known or who have produced his driver's license as identification, and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

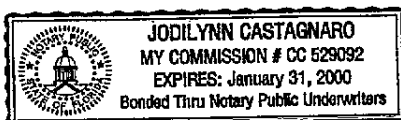
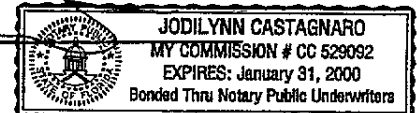
WITNESS MY HAND and official seal, this 13 day of October, 1998.
My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared JAMES SOPER to me well known or who has produced his driver's license as identification, and known to be the individual described in and who executed the foregoing instrument as President of STERLING SENIOR SERVICES, INC., severally acknowledged to and before me that he executed such instrument as an officer of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal and that it was affixed by due and regular corporate authority and that said instrument is the free act and deed of said corporation.

Witness my hand and official seal this 13 day of October, 1998.
My Commission Expires:


Notary Public

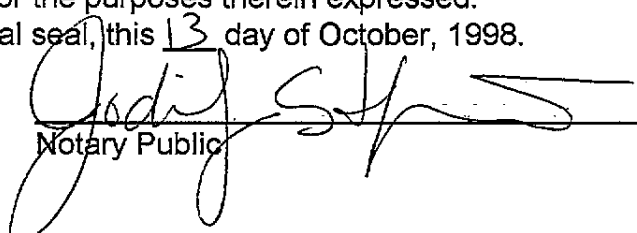


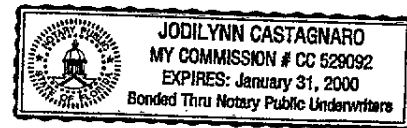

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared EDWIN D. TAYLOR, II to me well known or who have produced his driver's license as identification, and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 13 day of October, 1998.
My Commission Expires:


Notary Public



FILED
98 OCT 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA