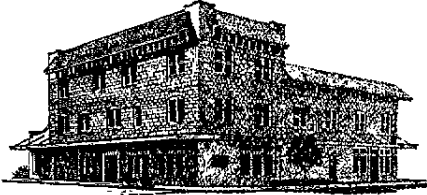


A98000000350
HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.
ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
JAMES D. DYE
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

January 22, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: The Betty A. Conard Family Limited Partnership No. II

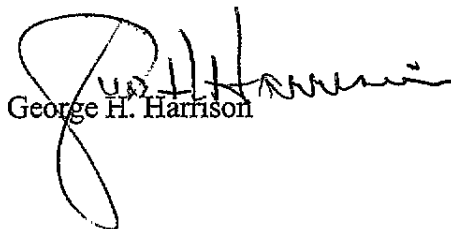
Gentlemen:

Enclosed is our check in the amount of \$1,837.50 for filing the enclosed Certificate of Limited Partnership.

Please return a certified copy to this office.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.


George H. Harrison

GHH:bw
Enclosures

FILED
98 FEB -5 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-01/26/98-01117-004
***1837.50 ***1837.50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 28, 1998

GEORGE H. HARRISON
HARRISON, HENDRICKSON, DOUGLAS ET AL
1206 MANATEE AVENUE WEST
BRADENTON, FL 34205-7504

SUBJECT: THE BETTY A. CONRAD FAMILY LIMITED PARTNERSHIP NO. II
Ref. Number: W98000002012

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98 FEB -5 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THE BETTY A. CONRAD FAMILY LIMITED PARTNERSHIP NO. II and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 898A00004854

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE BETTY A. CONARD FAMILY LIMITED PARTNERSHIP NO. II

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is THE BETTY A. CONARD FAMILY LIMITED PARTNERSHIP NO. II.

2. Office for Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 3647 Cortez Road West, Bradenton, Florida 34210.

3. Agent for Service of Process. The name and address of the Partnership's agent for service of process in Florida is RICHARD T. CONARD, 3647 Cortez Road West, Bradenton, Florida 34210.

4. General Partners. The name and business address of each General Partner in the Limited Partnership is as follows:

pg 7 - 109143
Name
Senior Living
Services, Inc., a
Florida corporation

Business Address
3647 Cortez Road West
Bradenton, FL 34210

5. Address of Partnership. The mailing address of the Limited Partnership is 3647 Cortez Road West, Bradenton, Florida 34210.

6. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is December 31, 2020.

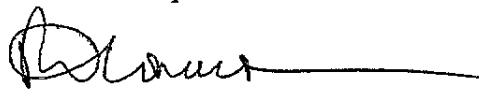
7. Effective Date. This Certificate will become effective, and the Limited Partnership will be formed on Feb. 2, 1998.

Dated this 22nd day of JAN., 1998, in Bradenton, Florida.

SENIOR LIVING SERVICES, INC.,
a Florida corporation

(Corp. Seal)

By:


Richard T. Conard, President
General Partner

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98 FEB -5 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is the General Partner of THE BETTY A. CONARD FAMILY LIMITED PARTNERSHIP NO. II, declares that the capital contributions of the Limited Partners in the Partnership is as follows:

1. The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Betty A. Conard	\$227,700.00
Richard T. Conard	\$227,700.00

2. It is anticipated that the Limited Partners listed below will make capital contributions in the future in the following amounts:

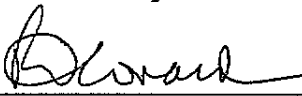
<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
None	None

Dated this 22nd day of JAN., 1998, at Bradenton, Florida.

(Corp. Seal)

SENIOR LIVING SERVICES,
a Florida corporation

By:


Richard T. Conard, President
General Partner

Sworn to and subscribed before me this 22nd day of JAN, 1998.

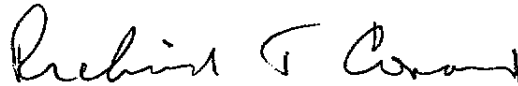

Notary Public

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BARBARA WEDDLE
Notary Public, State of Florida
My comm. expires June 3, 2001
Comm. No. CC648563

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named registered agent to accept service of process for THE BETTY A. CONARD FAMILY LIMITED PARTNERSHIP NO. II pursuant to Chapter 620.192 of the Florida Statutes, hereby accepts this designation and agrees to act in this capacity and further agrees to comply with the provisions of the Act relative to keeping the registered office of the Limited Partnership open.



RICHARD T. CONARD, Registered Agent

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98 FEB -5 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA