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TALLAHASSEE, FLORIDA

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LIMITED PARTNERSHIP AMENDMENT

SENIOR VILLAS OF FT. MYERS, LTD.

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TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, being all of the General Partners, including the Withdrawing General Partner, of Senior Villas of Ft. Myers, Ltd., a Florida limited partnership, acting pursuant to Florida Statutes Section 620.109, hereby certify that the following is the true and correct amended and restated certificate of limited partnership of said partnership.

RECITALS

1. The Limited Partnership was formed pursuant to a partnership agreement dated March 2, 1998, and a certificate of limited partnership was originally filed with the Secretary of State on March 2, 1998;

2. The Certificate identified Ft. Myers Villas Development, L.C. as the sole general partner of the partnership. However, this designation was in error because C.S.L. & G. Development, Ltd., a Florida limited partnership, was and remains a general partner, and should have been identified as such in the original Certificate of Limited Partnership; and

3. Ft. Myers Villas Development, L.C. has withdrawn from the limited partnership as a general partner in connection with an assignment of its entire interest as general partner to Flordeco, Inc., a Florida corporation.

Accordingly, the certificate of limited partnership of Senior Villas of Ft. Myers, Ltd. is hereby amended and restated as follows:

1. The name of the partnership is Senior Villas of Ft. Myers, Ltd.
2. The address of the office of the partnership is 3591 Fowler Street, Fort Myers, Florida 33901.

3. The name and address of the agent for service of process on the partnership is Pete Doragh, Esq., Annis, Mitchell, Cockey, Edwards & Roehn, P.A., 12800 University Drive, Suite 600, Fort Myers, Florida 33907.

4. The names and business addresses of the general partners are as follows:

AD1407
C.S.L. & G. Development, Ltd., a Florida limited partnership
3591 Fowler Street
Fort Myers, Florida 33901

431888
Flordeco Inc., a Florida corporation
3591 Fowler Street
Fort Myers, Florida 33901

Prepared by:
Peter D. Doragh, Esq.
12800 University Dr., Suite 600
Fort Myers, FL 33907
Phone: (941) 489-1776
FL Bar No.: 434914

5. The mailing address of the partnership is Post Office Box 6966, Fort Myers, Florida 33911.

6. The latest date upon which the partnership shall dissolve is March 1, 2038.

7. Neither general partner acting alone shall have the authority to sell, transfer, or otherwise encumber any real property held in the partnership name.

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8. The execution of this amended and restated certificate by the undersigned general partners, including the withdrawing general partner, constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

9. The partners have agreed to the continuation of the business of the limited partnership under Florida Statutes Section 620.157 notwithstanding the withdrawal of the general partner.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by the current and withdrawing general partners of Senior Villas of Ft. Myers, Ltd. on the dates below indicated.

Withdrawing General Partner

FORT MYERS VILLAS DEVELOPMENT,
L.C., SENIOR COTTAGES MANAGEMENT,
L.L.C., its Manager

By: [Signature]
Roger Peterson, Its Manager

Date: 2/24/99

Remaining General Partners

FLORDECO, INC.

By: [Signature]
Allan Fox, Its President

Date: January 28, 1999

C.S.L. & G. DEVELOPMENT, LTD.

By: [Signature]
Thomas R. Cronin, Sr., Its General Partner

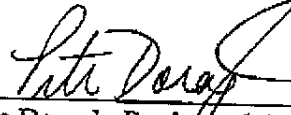
Date: January 28, 1999

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Senior Villas of Ft. Myers, Ltd., a Florida limited partnership ("Partnership"), in the foregoing Amended and Restated Certificate of Limited Partnership, I hereby agree to accept service of process for the partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.



Pete Doragh, Registered Agent

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TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED AFFIDAVIT OF CAPITAL CONTRIBUTION

State of Florida)
County of Lee)

Before me, the undersigned, personally appeared Thomas R. Cronin, Sr., the general partner of C.S.L. & G. Development, Ltd., a Florida limited partnership, and Allan Fox, as President of Flordeco, Inc., a Florida corporation, which limited partnership and corporation are the sole general partners of Senior Villas of Ft. Myers, Ltd., a Florida limited partnership, hereinafter referred to here as the "Partnership", and upon being duly sworn, certified as follows:

- 1. The amount of capital contributions of the limited partners to the partnership is: \$900.00.
2. At this time it is not known whether additional capital contributions will be made by the limited partners to the partnership.
3. Further affiant sayeth not.

Under penalties of perjury, I declare that I have read the foregoing and that the facts stated therein are true, to the best of my knowledge and belief.

CLS&G DEVELOPMENT, LTD.

By: [Signature]
Thomas R. Cronin, Its General Partner

FLORDECO, INC.

By: [Signature]
Allan Fox, Its President

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I hereby certify that on this day, before me, an officer duly authorized in the State and county aforesaid to take acknowledgements, personally appear Thomas R. Cronin, Sr., as general partner of C.S.L. & G. Development, Ltd., a Florida limited partnership, and Allan Fox, as president of Flordeco, Inc., a Florida corporation, both as general partners of Senior Villas of Ft. Myers, Ltd., on behalf of the limited partnership, to me known to be the persons described in and who executed the foregoing instrument, or who provided [Signature] as proof of thereof. In witness my hand and official seal in the county and state aforesaid this [Signature] day of January, 1999.

Sign Name EILEEN W. WILLIAMS
Print Name Eileen W. Williams
Notary Public
Commission No. CC 618370

Eileen W. Williams
Notary Public, State of Florida
Commission No. CC 618370
My Commission Exp. 2/7/2001
Bonded Through Fla. Notary Service & Bonding Co.

#15074 - 1/26/99