

A9800001954

KUTAK ROCK
SUITE 2000
225 LEACHWATER STREET, N.E.
ATLANTA, GEORGIA 30303-1731

404-222-4600
FACSIMILE 404-222-4654
http://www.kutakrock.com

DENVER
KANSAS CITY
LITTLE ROCK
NEW YORK
NEWPORT BEACH
OKLAHOMA CITY
OMAHA
PHOENIX
PITTSBURGH
WASHINGTON

August 14, 1998

VIA FEDEX

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002617954--5
-08/17/98--01126--001
***2035.00 ***1750.00

400002617954--5
-08/17/98--01126--002
*****35.00 *****35.00

Re: Formation of a Florida Limited Partnership and Qualification to do Business in Florida by Foreign Limited Liability Company

To Whom it May Concern:

Enclosed please find the following documents for the Qualification to do Business in Florida for Heights HealthCare Company, L.L.C., a Tennessee limited liability company

- 2 copies of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
- 2 copies of Affidavit of Membership and Contributions of Foreign Limited Liability Company.
- 2 copies of Certificate of Designation of Registered Agent/Registered Office.
- Certificate of Existence from Tennessee Secretary of State.

Enclosed also are the following documents for the formation of limited partnership for Heights HealthCare L.P.:

- 2 copies of Certificate of Limited Partnership for Heights HealthCare Limited Partnership.
- 2 copies of Affidavit of Capital Contributions for Florida Limited Partnership.

In addition, we have enclosed one check in the amount of \$2035.00 made payable to the Florida Department of State representing (i) the \$1750 maximum filing fee for a limited partnership, (ii) \$250 filing fee for the qualification of a foreign limited liability company to do business in Florida and (iii) \$35 filing fee for the designation of a registered agent in Florida for Heights HealthCare Company, L.L.C. We have also enclosed an additional check in the amount

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 17 PM 3:30
FILED
A98-1954

Name	JE 8-19
Availability	
Document Examiner	JE
Updater	JE
Updater	JE
Verifier	JE
Acknowledgment	JE
W. P. Verifier	JE

FF \$1785.00

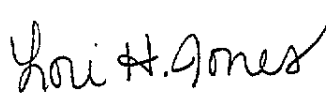
KUTAK ROCK

Registration Section
August 14, 1998
Page 2

of \$35.00 made payable to the Florida Department of State for the \$35 filing fee for the designation of a registered agent in Florida for Heights HealthCare, L.P.

Once these documents are processed by the Florida Department of State, please forward the extra copies of the foregoing documents which have been stamped with the appropriate date of filing to me at the above address. Your prompt attention to this matter is greatly appreciated. If you have any questions or comments, please do not hesitate to contact me at (404) 222-4615.

Very truly yours,



Lori H. Jones
lori.jones@kutakrock.com

bww

Enclosures

cc: Robert E. Altenbach, Esq. (without enclosures)

FILED
98 AUG 17 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

- 1. Heights HealthCare Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

- 2. Suite 12, 210 South Parsons Drive, Brandon, FL 33511
(Business address of Limited Partnership)

- 3. David R. Vaughan
(Name of Registered Agent for Service of Process)

- 4. Suite 12, 210 South Parsons Drive, Brandon, FL 33511
(Florida street address for Registered Agent)

- 5. See below
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

- 6. Suite 12, 210 South Parsons Drive, Brandon, FL 33511
(Mailing Address of the Limited Partnership)

FILED
98 AUG 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2030

8. Name(s) of general partner(s): Heights HealthCare Company, L.L.C. Street address: Suite 12
mag-905 210 South Parsons Drive
Brandon, FL 33511

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8th day of August, 19 98

Signature of all general partners:

General Partner

General Partner

General Partner

David R. Vaughan
General Partner
Registered Agent

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Heights HealthCare Limited
Partnership

a Florida Limited Partnership, certify:

FILED
98 AUG 17 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The amount of capital contributions to date of the limited partners is \$ 2.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 2,250,003

Signed this 8th day of August, 19 98

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*

General Partner

David B. Laughan
General Partner

General Partner

General Partner

General Partner

General Partner