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THOMAS E. MATTIMOE LLC

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FILED STATIONS
SECRETARY OF CORPORATIONS
98 NOV 12 PM 4:31

November 10, 1998

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

Re: 1. Qualification of Senior Concepts of Mississippi LLC, a
Georgia limited liability company, in Florida; and 2. Formation of
Twin Oaks at Pass Christian Limited Partnership as a Florida limited
partnership

LP-35.00

500002686515--9
-11/12/98--01080--001
*****337.50 *****52.50

Dear Sirs and Madams:

Please find enclosed herewith the forms for the referenced matters,
along with this firm's check for \$337.50. Please contact me if you have any
questions or need any clarification about these.

Thank you very much for your help in filing these. 500002686515--9
-11/13/98--01002--004
*****35.00 *****35.00

Very truly yours,

Thomas E. Mattimoe

Thomas E. Mattimoe

top 25558

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Present Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Under Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

(40)

BLING	<i>52.50</i>
C. COPY	
R. AGENT	<i>35.00</i>
TOTAL	
BALANCE	
REFUND \$	

CERTIFICATE OF LIMITED PARTNERSHIP

1. Twin Oaks At Pass Christian Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 5600 Roswell Rd NE, The Prado East, Suite 275, Atlanta, Georgia 30342
(Business address of Limited Partnership)
3. Prentice-Hall Corporate System
(Name of Registered Agent for Service of Process)
4. 1201 Hays Street, Suite 105, Tallahassee, FL 32301-2607
(Florida street address for Registered Agent)
5. Prentice-Hall Corporate System - By: [Signature]
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 5600 Roswell Rd., The Prado East, Suite 275, Atlanta, GA 30342
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2018
8. Name(s) of general partner(s): _____ Street address: _____

Senior Concepts of Mississippi
LLC, a Georgia limited liability
company

5600 Roswell Rd.
The Prado East, Suite 275
Atlanta GA 30342

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 10th day of November, 19 98

Signature of all general partners:

Senior Concepts of Mississippi LLC
General Partner
By: [Signature]
General Partner
as Organizer

General Partner

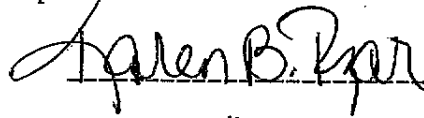
General Partner

General Partner

General Partner

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The Prentice Hall Corporation System, Inc. at 1201 Hays Street, Tallahassee, Florida 32301 hereby accepts the designation as registered agent for Twin Oaks at Pass Christian Limited Partnership.



Karen B. Rozar, Asst. Sec.
Corporation Service Company

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

The undersigned constituting all of the general partners of Twin Oaks at
Pass Christian Limited Partnership
a Florida Limited Partnership, certify:

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DIVISION OF CORPORATIONS
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The amount of capital contributions to date of the limited partners is \$ Zero

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ Zero

Signed this 10th day of November, 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.*

Senior Concepts of Mississippi LLC
General Partner

General Partner

By: Joe L. Math
General Partner as Organizer

General Partner

General Partner

General Partner

*(Will file Supplemental Affidavit
upon Capital Contributions)*