



**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1997		 <p>FLORIDA DEPARTMENT OF STATE Sandra Mortham Secretary of State DIVISION OF CORPORATIONS</p>		<p>FILED SECRETARY OF STATE DIVISION OF CORPORATIONS</p> <p>96 DEC 27 AM 8:47</p> <p style="text-align: right;">mta 1/3</p> 	
1. Name of Limited Partnership BROOKDALE INVESTORS, L.P.		1a. DOCUMENT # B96000000277			
Mailing Address C/O THE BROOKDALE GROUP, L.L.C. 3343 PEACHTREE ROAD N.E., STE. 510 ATLANTA GA 30326		Principal Office Address 526 E. PARK AVENUE TALLAHASSEE FL 32301		3. Date Formed or Registered 07/18/1996	
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country		3a. Date of Last Report 4. State or Country of Formation DE	
5a. Capital Contributions as Shown on record \$7,100,000.00		5b. Amount of Capital Contributions in FLORIDA to date:			
6. FEI Number 58-2127418		<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable			
7. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required			
8. Make check payable to: Dept. of State (See reverse side for fee information)					
9. Name and Address of Current Registered Agent NATIONAL REGISTERED AGENTS, INC. 526 E. PARK AVENUE TALLAHASSEE FL 32301			10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code		
10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.					
SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____					
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.					
11. Name(s) of General Partner(s) BROOKDALE PARTNERS, L.L.C.		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 3343 PEACHTREE ROAD,		11b. City, State & Zip Code ATLANTA GA 30326	
11c. Registration/Document Number M96000000282		400002047364--7 -01/07/97--01030--026 *****576.25 *****576.25			
Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.					
12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.					
SIGNATURE _____ Typed or Printed Name of General Partner Signing Form _____		DATE 12/19/96 Daytime Telephone Number (404) 364-8080			

CR2E003 (6/96)