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CORPORATION SYSTEM

 660 EAST JEFFERSON STREET

 Requestor's Name
 TALLAHASSEE, FL 32301

 Address
 222-1092

 City State Zip Phone

 CORPORATION(S) NAME

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CM

The Park at Countryside Limited Partnership

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Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. The Park at Countryside Limited Partnership
(Name of limited partnership as it is in the home state)

2. N/A
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Tennessee (State of Formation) 4. December 16, 1996 (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)

6. c/o CT Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
Connie Bryan (Agent must sign on this line)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

8. 530 Gay Street, Knoxville, Tennessee 37902
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

F46-6671
The Park at Countryside Operating Company, 2909 Shelby Street, Bristol, Tennessee

10. Suite 400, 1004 Farnam Street, Omaha, NE 68102
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. Suite 400, 1004 Farnam Street, Omaha, NE 68102

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 12, December, 19 96

The Park at Countryside Operating Company
By [Signature]
Michael Thesing, Vice President

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NOTARY PUBLIC
FLORIDA

STATE OF Nebraska

COUNTY OF Douglas

On this 12 day of December - , 19 96, Michael Thesing

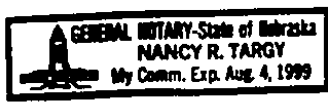
personally appeared before me, who is personally known to me
 whose identity I proved on the basis of [Signature]
Michael Thesing, Vice President

[Signature]
(Notary Public Signature)

Nancy R. Targy
(Notary's Printed Name)

Seal

My Commission Expires: 8/4/99



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

Michael Thesing, Vice President of
BEFORE ME the undersigned personally appeared The Park at Countryside Operating Company,
The Park at Countryside
a general partner of limited partnership, a (an) Tennessee limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,621,719.70
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 13th day of December, 1996.

The Park at Countryside Operating Company
By [Signature]
General Partner
Michael Thesing, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Nebraska

COUNTY OF Douglas

On this 13 day of December, 1996, Michael Thesing

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of [Signature]
Michael Thesing, Vice President

[Signature]
(Notary Public Signature)
Nancy R. Targy
(Notary's Printed Name)

Seal

My Commission Expires: 8/4/99

