

Document Number Only

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CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-12/10/98--01047--014  
\*\*\*1846.25 \*\*\*1846.25

CORPORATION(S) NAME

EdenGardens-Gainesville, L.P.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_ 12/10/98  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 10 PM 12:45

RECEIVED  
98 DEC 10 PM 11:02  
DIVISION OF CORPORATIONS

ryr  
12/10/98

Florida Department of State, Jim Smith, Secretary of State

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

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1. EDENGARDENS - GAINESVILLE, L.P.  
(Name of limited partnership as it is in the home state;

2. \_\_\_\_\_  
(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. DELAWARE 4. October 20, 1998  
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM  
(Name of Registered Agent for Service of Process)

6. c/o C T 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.

C T CORPORATION SYSTEM  
Connie Bryan  
(Officer must sign on this line)  
**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**  
(Type Name and Title of Officer)

8. See 1 in Addendum  
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS  
EdenCare GP, Inc. 31 North Main Street, Alpharetta, Georgia  
30004

F98000066948

10. 31 North Main Street, Alpharetta, Georgia 30004  
(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. 31 North Main Street, Alpharetta, Georgia 30004  
(Mailing Address of Limited Partnership)

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98 DEC 10 PM 12:45

This -- day of October , 19 98 .

SEE ATTACHED SIGNATURE AND NOTARY PAGE

General Partner

STATE OF GEORGIA

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this day  
of , 19 , by EdenCare GP, Inc. (Name of General Partner) of  
EDENGARDENS - GAINESVILLE, L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited  
Partnership, on behalf of the Limited Partnership.

Notary Public

State of Georgia at Large

(SEAL)

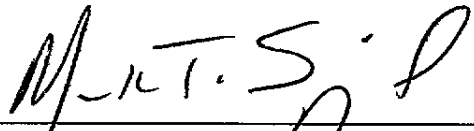
My Commission Expires:

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**SIGNATURE PAGE TO FLORIDA DEPARTMENT OF STATE - APPLICATION BY  
FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA FOR EDENGARDENS - GAINESVILLE, L.P.**

**EDENGARDENS - GAINESVILLE, L.P., a  
Delaware limited partnership**

By: EdenCare GP, Inc., a Delaware corporation,  
its General Partner

By:   
Mark T. Spiegel, Vice President and Secretary

STATE OF GEORGIA

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§

COUNTY OF Gwinnett

*MTS* *October* THE FOREGOING instrument was acknowledged and sworn to before me this 20<sup>th</sup> day of ~~February~~, 1998, by Mark T. Spiegel, the Vice President and Secretary of EdenCare GP, Inc., a Delaware corporation and the sole General Partner of EDENGARDENS - GAINESVILLE, L.P., a Delaware limited partnership, on behalf the corporation and limited partnership.



Notary Public

State of Georgia

My Commission Expires:

Notary Public, Gwinnett County, Georgia  
My Commission Expires Aug. 11, 2001

[SEAL]

## Addendum

1. c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,  
Wilmington, Delaware 19801

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Mark T. Spiegel, the Vice President and Secretary of EdenCare GP, Inc., the sole general partner of EDENGARDENS - GAINESVILLE, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partnership is \$ 1,082,360.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,082,360.00.

This 28th day of October, 1998.

FURTHER AFFIANT SAYETH NOT.

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

**GENERAL PARTNER:**

**EDENGARDENS - GAINESVILLE, L.P.,** a Delaware limited partnership

By: EdenCare GP, Inc., a Delaware corporation

By: Mark T. Spiegel  
Mark T. Spiegel, Vice President and Secretary

STATE OF GEORGIA

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COUNTY OF FULTON

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Mark T. Spiegel, the Vice President and Secretary of EdenCare GP, Inc., a Delaware corporation (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of October, 1998.

Notary Public

State of Georgia

Notary Public, Gwinnett County, Georgia  
My Commission Expires Aug. 11, 2001

[SEAL]