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(Requestor's Name)

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(Business Entity Name)

(Document Number)

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01/14/03--01051--001 **35.00

FILED
03 JAN 14 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdrawal

T BROWN JAN 16 2003



January 10, 2003

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

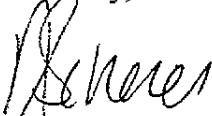
RE: HILLHAVEN PROPERTIES, LTD

Dear Sir / Madam:

Enclosed for filing is an Application by Foreign Corporation for Withdrawal of Authority for the above noted entity. A Transmittal Letter and a check for the \$35 filing fee have also been included. Please forward evidence of filing to my attention.

If you have any questions regarding this request I can be contacted at (502) 719-2628 or via direct fax at (502) 719-1644. Thank you for your assistance in this matter.

Sincerely,


Amy Scherer
Paralegal

501 South Fourth Avenue
Suite 140
Louisville, Kentucky 40202

1.888.287.4201

www.atriacom.com

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hillhaven Properties, LTD
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Amy Scherer, Paralegal
(Name of Person)

Atria, Inc.
(Firm/Company)

501 S. Fourth Avenue, Ste 140
(Address)

Louisville, KY 40202
(City/State and Zip code)

For further information concerning this matter, please call:

Amy Scherer at (502) 719-2628
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Hillhaven Properties, LTD., INC.

(Name of Corporation)

Oregon

(Incorporated Under Laws Of)

FILED
03 JAN 14 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

c/o Atria, Inc., 501 S. Fourth Avenue, Ste 140, Louisville, KY 40202

(Mailing Address)

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Carmin Grandinetti

Senior Vice President

Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Title

Carmin Grandinetti

Typed or printed name

1/6/03

Date