

REED WEITKAMP
SCHELL COX & VICE

A Partnership Including A Professional Service Corporation

2400 Citizens Plaza
Louisville, Kentucky 40202
(502) 589-1000
Facsimile (502) 562-2200

F 970000002045

April 3, 1998

Florida Department of State
Attn: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002481297--9
-04/07/98--01059--002
*****35.00 *****35.00

Re: Atria Communities Southeast, Inc.

Dear Sir or Madam:

Enclosed for filing is an original and two copies of the Application by Foreign Corporation For Withdrawal of Authority to Transact Business or Conduct Affairs in Florida with respect to the above referenced corporation and a check in the amount of \$35.00 for the filing thereof. Please return the file-stamped copies to our office in the enclosed self-addressed, postage prepaid envelope.

If you should have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Very truly yours,

Susan M. Downey
Susan M. Downey
Paralegal

SMD/s

Enclosures

OK

F 970000002045
288
If with
4-6-98

98 APR 6 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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

Atria Communities Southeast, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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 to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

501 South 4th Avenue, Suite 140

(Mailing Address)

Louisville, KY 40202

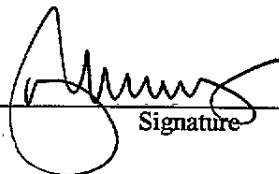
(City/ State /Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -6 AM 10:28

APPROVED
AND
FILED

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


Signature

CEO

Title

W. Patrick Mulloy, II

Typed or printed name

3/31/98

Date