



THE UNITED STATES
CORPORATION
COMPANY

F98000005998

99 MAY 25 AM 11:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 250999 161524A

AUTHORIZATION

Patricia Pigut

COST LIMIT : \$ 35.00

ORDER DATE : May 24, 1999

ORDER TIME : 9:32 AM

ORDER NO. : 250999-220

CUSTOMER NO: 161524A

400002885584--5

CUSTOMER: Ms. Melinda Walker
American Retirement Corp.
111 Westwood Place
Suite 402
Brentwood, TN 37027

CHANGE OF AGENT

NAME: FREEDOM GROUP DEVELOPMENT, INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

C. COULLETTE MAY 25 1999

CONTACT PERSON: Brenda Phillips

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

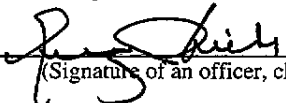
Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Tennessee submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: FREEDOM GROUP DEVELOPMENT COMPANY, INC.
2. The mailing address of the corporation is: Suite 402, 111 WESTWOOD PLACE
BRENTWOOD, TN 37027
3. Date of incorporation/qualification: October 28, 1998 Document number: F980000098
4. The name and address of the current registered agent and office:
NRAI SERVICES, INC.
526 E. PARK AVENUE
TALLAHASSEE, FL 32301
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

5-17-99
(Date)

GEORGE T. HICKS, Assistant Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company
By: Deborah D. Skipper
(Signature of Registered Agent)

5/30/99
(Date)

If signing on behalf of an entity:

DEBORAH D. SKIPPER
(Typed or Printed Name)

Assistant Vice President
(Capacity)

*** FILING FEE: \$35.00 ***