

REGIONAL OFFICES
 FRESNO
 TELEPHONE (559) 237-0117
 FAX (559) 237-7155
 LOS ANGELES
 TELEPHONE (213) 644-2869
 FAX (213) 484-3330
 MODESTO
 TELEPHONE (209) 578-1701
 FAX (209) 527-9753
 REDDING
 TELEPHONE (530) 222-1530
 FAX (530) 222-4498
 SACRAMENTO
 TELEPHONE (916) 484-3555
 FAX (916) 484-3550
 SAN BERNARDINO
 TELEPHONE (909) 381-0527
 FAX (909) 381-0658

LAW OFFICES OF
 BORTON, PETRINI & CONRON, LLP
 1600 TRINITY AVENUE
 SUITE 200
 BAKERSFIELD, CALIFORNIA 93303-2026
 (661) 322-3051
 FAX: (661) 322-4628
 EMAIL: BPCBAK@BPCLAW.COM
 WEB SITE: WWW.BPCLAW.COM
 F.E. BORTON (1877-1948)
 JAMES PETRINI (1897-1978)
 HARRY M. CONRON (1907-1971)
 KENNETH D. PINSENT (1953-1984)

REGIONAL OFFICES
 SAN DIEGO
 TELEPHONE (619) 237-2424
 FAX (619) 531-0114
 SAN FRANCISCO
 TELEPHONE (415) 437-2181
 FAX (415) 487-1101
 SAN JOSE
 TELEPHONE (408) 298-3997
 FAX (408) 298-3385
 SAN LUIS OBISPO
 TELEPHONE (805) 541-4340
 FAX (805) 541-4558
 SANTA ANA
 TELEPHONE (714) 424-6200
 FAX (714) 424-6210
 VENTURA
 TELEPHONE (805) 650-7125
 FAX (805) 650-9994

March 7, 2000

IN REPLY REFER
 TO OUR FILE NO.
 Bakersfield
 052537/050178

VIA FEDERAL EXPRESS

Florida Department of State
 Registration Section
 409 East Gaines Street
 Tallahassee, FL 32399

000003163130--2
 -03/09/00--01008--010
 ***160.00 ***160.00

Re: Glenwood Gardens III, LLC,
 a California limited liability company

Dear Sir or Madam:

This firm represents Glenwood Gardens III, LLC (the "LLC"). Enclosed are the LLC's "Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida," a "Certificate of Designation of Registered Agent/Registered Office," a "Certificate of Good Standing California Limited Liability Company" and our check for \$160. Please note the check amount includes the \$30 fee for a certified copy of your form of authorization.

Time is of the essence in having the LLC authorized to transact business in Florida. Therefore, your prompt attention to the enclosures is appreciated. Please return your letter of acknowledgement and certified copy at your earliest convenience in the enclosed Federal Express pre-labeled envelope.

Very truly yours,

Michael S. Abril

MSA:njb
 Enclosures

cc: Charles D. Fritch, M.D.
 Mr. Ed Scott
 Stephen M. Dake, Esq. (i/o)

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

00 MAR -9 PM 4: 22

FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. GLENWOOD GARDENS III, LLC
(Name of foreign limited liability company)
2. California 3. 77-0524229
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 24, 1999 5. 2029
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Not yet conducting business in Florida.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2525 Eye Street
Bakersfield, CA 93301
(Street address of principal office)

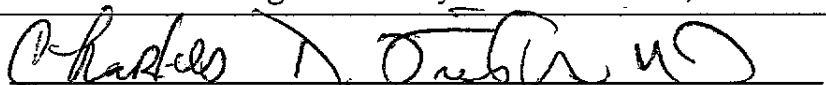
8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

Charles D. Fritch, M.D., Manager
2525 Eye Street
Bakersfield, CA 93301

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Develop and
operate an assisted living facility in Lakeland, Florida


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Charles D. Fritch, M.D.
Typed or printed name of signer

FILED
00 MAR -9 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

GLENWOOD GARDENS III, LLC

2. The name and the Florida street address of the registered agent and office are:

John L. Walker

(Name)

1942 West Memorial Boulevard

Florida street address (P.O. Box **NOT** ACCEPTABLE)

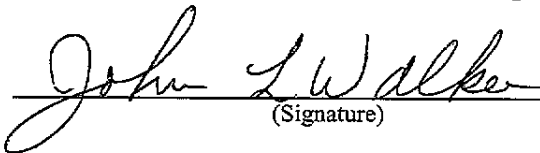
Lakeland

FL

33818

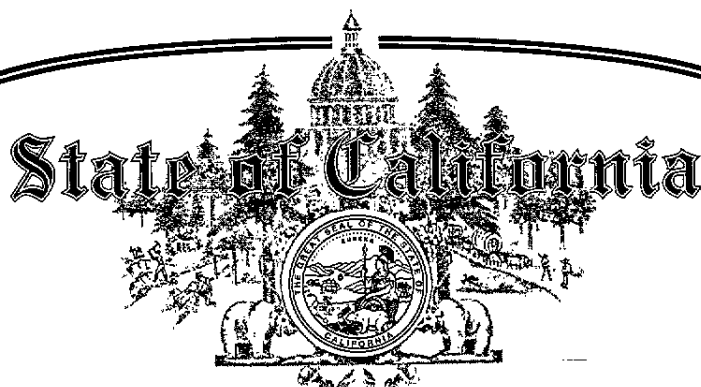
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED
00 MAR -9 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 24th day of September, 1999, GLENWOOD GARDENS III, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
3rd day of March, 2000.



Bill Jones
BILL JONES
Secretary of State