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FOREIGN LIMITED LIABILITY COMPANY

Melbourne Real Estate Investors, LLC

Certificate of Status	1
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DIVISION OF CORPORATION

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9-19-03

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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Melbourne Real Estate Investors, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. (Applied for)
(FEI number, if applicable)
4. September 9, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. (Not yet doing business in Florida)
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.))
7. 3570 Keith Street, N.W., Cleveland, Tennessee 37312
(Street address of principal office)

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

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

Forrest L. Preston, Angelena Clayton, J. Stephen Ziegler, Daniel J. Biron, Cindy S. Cross, and Joan E. Thurmond

(All are Managers elected by the Sole Member)

Address for all Managers: 3570 Keith Street, N.W., Cleveland, Tennessee 37312

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: Long term care

Cindy S. Cross
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.)

Cindy S. Cross

Typed or printed name of signee

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:

Melbourne Real Estate Investors, LLC

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

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

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

Plantation,

FL

33324

(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.

CT Corporation System

By: Mary R. Adams

(Signature)

MARY R. ADAMS
ASSISTANT SECRETARY

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

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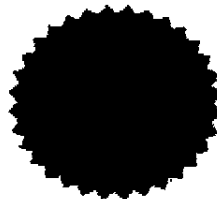
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AND
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MELBOURNE REAL ESTATE INVESTORS, LLC" IS DULY FORMED UNDER THE LAWS OF THE SEATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2623926

DATE: 09-09-03