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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

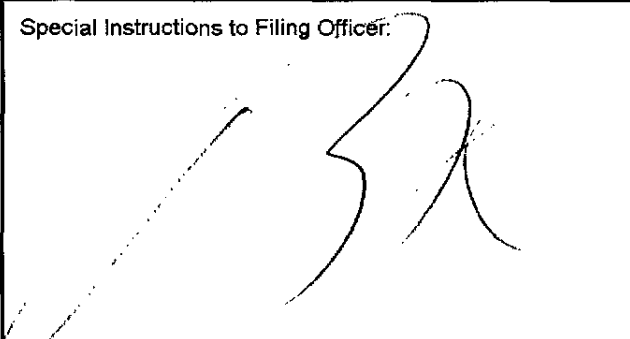
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(Business Entity Name)

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RECORDS SECTION
ALABAMA SECRETARIAT
MONTGOMERY, ALABAMA

2006 MAR 21 AM 9:33

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RECORDS SECTION
ALABAMA SECRETARIAT
MONTGOMERY, ALABAMA

06 MAR 21 AM 8:43

FILED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 930982 4305663

AUTHORIZATION

Spud DeLeon

COST LIMIT : \$ 130.00

ORDER DATE : March 20, 2006

ORDER TIME : 5:18 PM

ORDER NO. : 930982-010

CUSTOMER NO: 4305663

FILED
2006 MAR 21 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOREIGN FILINGS

NAME: FV REAL ESTATE HOLDING
COMPANY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ PLAIN STAMPED COPY
- XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris -- EXT# 2937

EXAMINER: _____

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. FV Real Estate Holding Company, LLC
(Name of Foreign Limited Liability Company)
2. DE 3. 11-3773395
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 3/16/06 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 111 Westwood Place, Suite 200
Brentwood, TN 37027
(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:
Freedom Village of Bradenton, LLC
111 Westwood Place, Suite 200
Brentwood, TN 37027
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: own, operate and manage
assisted living, independent living, memory impaired facilities

H. Todd Kastner
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.)

H. TODD KASTNER
Typed or printed name of signee

FILED
2006 MAR 21 AM 9:33
TAMPA COUNTY CLERK OF COURTS

**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:

FV Real Estate Holding Company, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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, Florida Statutes.

Corporation Service Company

By: Cynthia L. Harris

(Signature)

**Cynthia L. Harris
as its agent**

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

Delaware

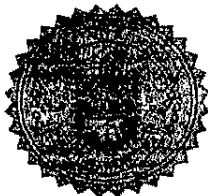
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FV REAL ESTATE HOLDING COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FV REAL ESTATE HOLDING COMPANY, LLC" WAS FORMED ON THE SIXTEENTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



4127140 8300

060258710

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4599420

DATE: 03-17-06