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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

LINDA A. SCARCELLI

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

PENNSYLVANIA SENIOR HOUSING, LLC

Certificate of Status	0
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FLORIDA Dept of State



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October 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CNL FINANCIAL GROUP, INC.

SUBJECT: PENNSYLVANIA SENIOR HOUSING, LLC
REF: M06000003205

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

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P.O. BOX 6327 - Tallahassee, Florida 32314

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Pennsylvania Senior Housing, LLC
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: June 9, 2006

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SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? October 4, 2006
5. New name of the limited liability company: CNL Senior Housing V, LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

By: *Linda A. Scarcelli*

Signature of a member or the authorized
representative of a member

Linda A. Scarcelli, as Secretary of CNL Senior Housing V
Member, LLS as the Managing Member of CNL Senior Housing V, LLC

Typed or printed name of signer

Filing Fee: \$25.00

Delaware

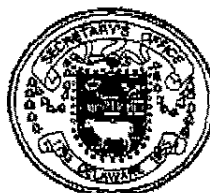
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL SENIOR HOUSING V, 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 FOURTH DAY OF OCTOBER, A.D. 2006.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5091578

DATE: 10-04-06