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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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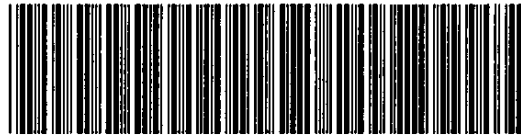
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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GENTRY LOCKE RAKES & MOORE

A Limited Liability Partnership

Attorneys at Law

540-983-9300

Facsimile 540-983-9400

Direct Dial: (540) 983-9326

brittney_hasenbeck@gentrylocke.com

December 6, 2006

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Roanoke, Virginia 24022-0013

www.gentrylocke.com

By FedEx

Florida Department of State
Division of Corporations
Registration Section
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Muscatine, Iowa Facility

Dear Sir/Madam:

Enclosed is an Application for Authorization to Transact Business in Florida (with Cover letter and Certificate of Designation of Registered Agent) and Certificate of Fact from the Virginia State Corporation Commission for each of the following Limited Liability Companies:

1. Muscatine HCP Partners, LLC
2. Carrington Place of Muscatine, LLC
3. Carrington Place Village of Muscatine, LLC

Also enclosed, attached to each application, is a check in the amount of \$130.00, payable to the Florida Department of State, as payment of fees in this matter.

Thank you for your cooperation in this matter. Should you have any questions, please do not hesitate to contact us.

Sincerely,

GENTRY LOCKE RAKES & MOORE, LLP



Brittney A. Hasenbeck
Paralegal

Enclosures

Cc: Benjamin Atkins (w/o encls.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Muscatine HCP Partners, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Ben Atkins
(Name of Person)

Traditions Management
(Firm/Company)

1022 Main Street, Suite H
(Address)

Dunedin, FL 34698
(City/State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Ben Atkins at (727) 224-9874
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. Muscatine HCP Partners, LLC
(Name of Foreign Limited Liability Company)
2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 10/17/2006
(Date of Organization)
5. Perpetual
(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. 1022 Main Street, Suite H
Dunedin, FL 34698
(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:

Benjamin Atkins - 1022 Main Street, Suite H, Dunedin, FL 34698 (Manager)

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: Headquarters

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.)

Benjamin Atkins

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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:

Muscatine HCP Partners, LLC

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

Benjamin Atkins

(Name)

1022 Main Street, Suite H

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

Dunedin

FL

34698

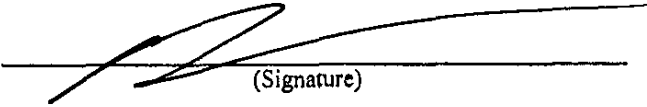
City/State/Zip

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TALLAHASSEE, FLORIDA

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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.


(Signature)

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A certificate of organization was issued by the Commission to Muscatine HCP Partners, LLC, a limited liability company formed under the laws of VIRGINIA, effective as of October 17, 2006.

As of the date below, articles of cancellation have not been filed in this office by Muscatine HCP Partners, LLC, a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
November 6, 2006*

Joel H. Peck

Joel H. Peck, Clerk of the Commission