

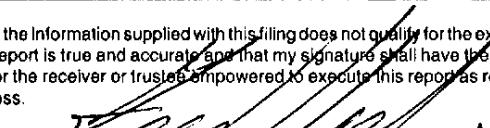


**2nd NOTICE:**

Limited Liability Company Will Be Dissolved On Or After October 8, 1997. If Dissolved, Minimum Amount Due To Reinstate: \$703.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		FILED 97 AUG 25 PM 1:27 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 588.75</b>		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee + \$385.00 Late Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M96000000262</b>  BROOKDALE PARTNERS, LLC C/O THE BROOKDALE GROUP, L.L.C. 3343 PEACHTREE ROAD, N.E., SUITE 510 ATLANTA GA 30326		1a. Principal Place of Business Address C/O THE BROOKDALE GROUP, L.L.C. 3343 PEACHTREE ROAD, N.E., SU ATLANTA GA 30326			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 07/18/1996 3a. State of Formation GA	
				4. FEI Number 58-2124717 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent NATIONAL REGISTERED AGENTS, INC. 526 EAST PARK AVENUE TALLAHASSEE FL 32301			8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title      Managing Members/Managers      Business Street Address      City, State and Zip Code					
MGR	DAVIDSON, CHARLES L	3343 PEACHTREE ROAD, N.E.,	ATLANTA GA		
MGR	HENRITZE, FRED H	3343 PEACHTREE ROAD, N.E.,	ATLANTA GA		
				900002277009--4 -08/25/97--01011--017 *****588.75 *****588.75	
					

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

**SIGNATURE:**  FRED HENRITZE 8/22/97 404-364-8092