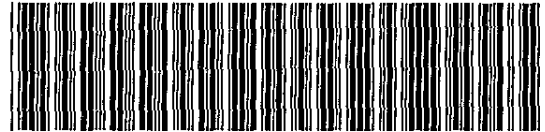


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 375222 5059298
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 25.00

ORDER DATE : December 24, 2003

ORDER TIME : 3:10 PM

ORDER NO. : 375222-040

CUSTOMER NO: 5059298

CUSTOMER: Ms. Nancy Hartson
Encore Senior Living
Suite 300
305 N E 102nd Avenue
Portland, OR 97220

CHANGE OF AGENT

NAME: ENCORE SENIOR LIVING, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Carla Lohi

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Encore Senior Living, LLC
2. The mailing address of the limited liability company is : 305 N.E. 102nd Avenue
Suite 300 Portland, OR 97220

3. Date of filing/registration in Florida 11/06/1996 4. Document number M96000000438

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

C T Corporation System
Name
1200 South Pine Island Road
Address
Plantation, FL 33324
City, State and Zip

6. The name and address of the new registered agent and/or office:

Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32301
City, State and Zip

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TALLAHASSEE, FLORIDA

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Bruce A. Schoen
(Signature of a member or authorized representative of a member)

Bruce A. Schoen

(Printed or typed name of signee)

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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Alexis Cassidy
(Signature of Registered Agent) Alexis Cassidy, Assistant Vice President

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