1. File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE. FLORIDA DEPARTMENT OF STATE LIMITED LIABILITY COMPANY Sandra B. Mortham **ANNUAL REPORT** Secretary of State 1998 DIVISION OF CORPORATIONS 98 MAY 29 AM 10: 52 FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE Name and Mailing Address of Limited Liability Company **DOCUMENT #** M97000000901 1a. Principal Place of Business Address ENCORE SENIOR LIVING III, LLC 305 N.E. 102ND AVENUE 305 N.E. 102ND AVENUE PORTLAND OR 97220 PORTLAND OR 97220 2a. Mailing Address 3. Date Organized or Qualified | 3a. State of Formation 2. Principal Place of Business 12/31/1997 4. FEI Number Sulte, Apt. #, etc. Suite, Apt. #, etc. Applied For 93-1241316 City & State City & State Not Applicable 5. Date of Last Report 6. Certificate of Status Desired Zip Country Ζıp Country 58 75 Additional Fee Required 7. Name and Address of Current Registered Agent 8. Name and Address of New Registered Agent/Office C T CORPORATION SYSTEM Street Address (P.O. Box Number Is Not Acceptable) 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 Suite, Apt. #, etc. City 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 pulpode 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 (Registered Agent Accepting Appointment) (NOTE Registered Agent signature required when reinstaling) 10. Title Managing Members/Managers **Business Street Address** City, State and Zip Code MGRM ENCORE SENIOR LIVING, L 305 N.E. 102ND AVE PORTLAND OF 300002545233----06/03/98--01007--009 ****188.75 ****188.75 AEC'S FEB 2 3 1998

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

SIGNATURE: X David Mª Ulluster K.

K. David McAllister 2/25/98 261-6100