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FLORIDA DIVISION OF CORPORATIONS

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NAME: THE ALLEGRO SENIOR HOUSING, L.L.C.

AUDIT NUMBER.....H98000009703

DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

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**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. The Allegro Senior Housing, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. APPLIED FOR
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 13, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. None
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

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NAME & ADDRESS: **TITLE:** **NAME & ADDRESS:** **TITLE:**

David L. Kirkland Manager
212 South Central, Suite 100
St. Louis, MO 63105

Prepared By:

Theresa M. Kenney, Esq. Bar No. 970468
LeBocuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: The Allegro Senior Housing, L.L.C.

2. The name and address of the registered agent and office is:

Theresa M. Kenney

(NAME)


50 N. Laura Street, Suite 2800

(P. O. Box NOT ACCEPTABLE)

Jacksonville, Florida 32202

(CITY/STATE/ZIP)

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.


(SIGNATURE)

5/21/98
(DATE)

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Prepared By:

Filing Fee: \$ 35 for Designation of Registered Agent

Theresa M. Kenney, Esq., Bar No. 970468

LeBoeuf, Lamb, Greene & MacRae, L.L.P.

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50 N. Laura St., Suite 2800, Jacksonville, FL 32202

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE ALLEGRO SENIOR HOUSING, L.L.C." 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 SEVENTEENTH DAY OF MARCH, A.D. 1998.

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



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2871408 8300

DATE:

8974255

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of The Allegro Senior Housing, L.L.C.
_____ deposes and says:


1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 100.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ -0-
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100.00



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

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Prepared By:

Filing Fee: \$250.00 for Application and Affidavit

Theresa M. Kenney, Esq., Bar No. 970468
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Jacksonville, FL 32202, (904) 354-8000

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