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Jewell D. Hart
 Moyle Flanagan Law Firm
 (Requestor's Name)
 210 S. Monroe St.
 (Address)
 Tallahassee FL 681-3828
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

400002583164--1
 -07/08/98--01058--028
 2087.50 *293.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Senior Lifestyle Prosperity Limited Partnership
 (Corporation Name) (Document #)
2. Prosperity Gen-Par, L.L.C.
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

FILED STATE
 SECRETARY OF CORPORATIONS
 DIVISION
 98 JUL 28 PM 2:02
 113

Call when Ready

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please file the
 Attached & provide
 Certificate of
 Status on each.

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M/K
 7/8/98

Examiner's Initials

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:

FILED
STATE OF TEXAS
SECRETARY OF COMMERCE
DIVISION OF CORPORATIONS
8 PM 2:02
JUL 98
(date)

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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Stuart M. Rothenberg	Mgr.		
85 Broad Street			
New York, N.Y. 10004			
Daniel M. Neidich	Mgr.		
85 Broad Street			
New York, N.Y. 10004			
Ralph F. Rosenberg	Mgr.		
85 Broad Street			
New York, N.Y. 10004			

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DIVISION OF CORPORATIONS
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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Prosperity Gen-Par, L.L.C.

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

Ronald K. Kolins, Esq.

(Name)

625 North Flagler Drive, 9th Floor

(P.O. Box not acceptable)

West Palm Beach, Florida 33401

(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.

By: 

(Signature)

July 7, 1998

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Prosperity Gen-Par, L.L.C.

deposes and says:

- 1) the above named limited liability company has at least ^{one} ~~two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 9,000,000.00. This total includes amounts from 2 and 3 above.

WHS LC REALTY, L.L.C., its member

By: 

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.)

Jerrold H. Frumm, its authorized representative

State of Delaware
Office of the Secretary of State

PAGE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROSPERITY GEN-PAR, 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 SECOND DAY OF JULY, A.D. 1998.

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

2901918 8300

981258513



9176259
07-02-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: