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THOMAS E. MATTIMOE LLC

ATTORNEY AT LAW

SUITE 3700 • PROMENADE II
1230 PEACHTREE STREET, NE
ATLANTA, GEORGIA 30309

404-870-9797

FAX: 404-870-9787

E-MAIL: MATTIMOE@MINDSPRING.COM

November 10, 1998

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

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-11/12/98--01080--001

****337.50 ****337.50

285.00

Handwritten signature

Re: 1. Qualification of Senior Concepts of Mississippi LLC, a
Georgia limited liability company, in Florida; and 2. Formation of
Twin Oaks at Pass Christian Limited Partnership as a Florida limited
partnership

Dear Sirs and Madams:

Please find enclosed herewith the forms for the referenced matters,
along with this firm's check for \$337.50. Please contact me if you have any
questions or need any clarification about these.

Thank you very much for your help in filing these.

Very truly yours,

Thomas E. Mattimoe

Thomas E. Mattimoe

Name	<i>Jeff</i>
Availability	<i>11/12/98</i>
Document Examiner	<i>Jeff</i>
Updater	<i>BK</i>
Updater Verifier	<i>Jeff</i>
Acknowledgement	<i>BK</i>
W. P. Verifier	<i>BK</i>

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STATE
SECRETARY OF CORPORATIONS
98 NOV 12 PM 3:57

FILED	<i>285.00</i>
COPY	<i>285.00</i>
R. AGENT	
TOTAL	
BALANCE DUE \$	
REFUND \$	

THOMAS E. MATTIMOE LLC

ATTORNEY AT LAW

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ATLANTA, GEORGIA 30309

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E-MAIL: MATTIMOE@MINDSPRING.COM

November 20, 1998

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

Attention: Brenda Tadlock

Re: 1. Qualification of Senior Concepts of Mississippi LLC, a
Georgia limited liability company, in Florida; and 2. Formation of
Twin Oaks at Pass Christian Limited Partnership as a Florida limited
partnership

Dear Brenda:

Please find enclosed herewith the original Certificate of Existence for
Senior Concepts of Mississippi, which I understand will complete the filing
requirements. Please contact me if you do need anything else.

Thank you very much for your help.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Tom', written over a horizontal line.

Thomas E. Mattimoe

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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Senior Concepts of Mississippi LLC
(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. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 11/06/98
(Date of Organization)
5. December 31, 2035
(Duration: Year limited liability company will cease to exist or "perpetual")
6. - have not yet -
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5600 Roswell Road, The Prado East Suite 275
Atlanta GA 30342
(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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
1) <u>Michael E. Pou</u>	<u>Mgr.</u>	2) <u>Alexander Hill</u>	<u>Mgr.</u>
<u>5600 Roswell Rd</u>		<u>5600 Roswell Rd.</u>	
<u>The Prado East Suite 275</u>		<u>The Prado East Suite 275</u>	
<u>Atlanta GA 30342</u>		<u>Atlanta GA 30342</u>	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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DIVISION OF CORPORATIONS
98 NOV 15 PM 3:57

The undersigned member or authorized representative of a member of

Senior Concepts
of Mississippi LLC certifies:

1) the above named limited liability company has at least one member;

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

\$ Zero;

3) if any, the agreed value of property other than cash contributed by member(s) is

\$ Zero;

(A description of the property is attached and made a part hereto.)

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$ Zero;

(This total includes amounts from 2 and 3 above.)

Thomas E. Mattinoe
Signature of a member or an 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.)

Thomas E. Mattinoe

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Senior Concepts of Mississippi LLC

2. The name and the Florida street address of the registered agent and office are:

Neil Garfield, Esq.
(Name)

9441 West Sample Rd. Suite 205
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Coral Springs FL 33065
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.

Neil Garfield
(Signature) *by designee permission*

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983240631
CONTROL NUMBER : 9840881
DATE INC/AUTH/FILED: 11/06/1998
JURISDICTION : GEORGIA
PRINT DATE : 11/20/1998
FORM NUMBER : 211

THOMAS E. MATTIMOE LLC
STE 3700, 1230 PEACHTREE ST., NE
ATLANTA, GA 30309

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SENIOR CONCEPTS OF MISSISSIPPI LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State