
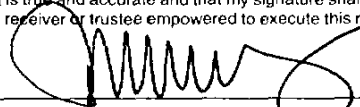


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE					
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M98000001435</b>  A98 SENIOR L.L.C. 501 SOUTH FOURTH AVENUE LOUISVILLE KY 40202					
1a. Principal Place of Business Address  501 SOUTH FOURTH AVENUE LOUISVILLE KY 40202					
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		12/07/1998	DE
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		61-1336898	
Country		Country		5. Date of Last Report	6. Certificate of Status Desired
					\$8.75 Additional Fee Required <input type="checkbox"/>
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent/Office		
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL 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 purpose 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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent's signature required when resigning)</small>				DATE _____	
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	ATRIA COMMUNITIES, INC	501 SOUTH FOURTH AVENUE		LOUISVILLE KY	
MGRM	A SENIOR SPV CORP.,	501 SOUTH FOURTH AVENUE		LOUISVILLE KY	
4000002814554 - 4 -03/23/99-01004--012 ***188.75 ***188.75					
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 attachment with an address.					
SIGNATURE: 					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER					

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA