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*****87.50 *****87.50

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

CF - 197.50

Bailey Retirement Center, LP

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 APR -6 PM 3:20

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Limited Liability Partnership | | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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THANKS
Connie

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BK

4/6/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 2, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BAILEY RETIREMENT CENTER, LP
Ref. Number: W99000007996

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We have received your document for BAILEY RETIREMENT CENTER, LP and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

BEFORE this partnership can be filed, its general partner -- BAILEY RETIREMENT CENTER GP, LLC -- must be qualified in Florida.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 299A00016898

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. Bailey Retirement Center GP, LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware 3. 04-3458674
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 24, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 197 First Avenue
Needham, MA 02494
(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:
Andrew D. Gosman	MGR		
197 First Avenue,			
Needham, MA 02494			

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
CORPORATIONS
APR 5 1999
PM 3:20

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 STATEMENTS
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

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DIVISION OF CORPORATIONS
99 APR 5 PM 3:20

1. The name of the Limited Liability Company is:

Bailey Retirement Center GP, LLC

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

C T CORPORATION SYSTEM
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT ACCEPTABLE**)

Plantation FL 33324
(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.

C T CORPORATION SYSTEM

Connie Bryan
(Signature)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

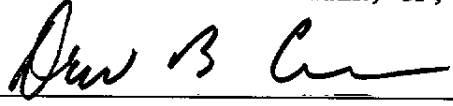
Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned authorized representative of a member of Bailey Retirement
Center, GP, LLC certifies:

1. The above-named limited liability company has at least two members;
2. the total amount of cash contributed by the member(s) is; \$ -0-
3. if any, the agreed value of the property other than cash contributed by
member(s) is: \$ -0-
(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: \$ -0-
(This total includes amounts from 2 and 3 above)

By: David B. Currie,
Authorized Representative of a member
of BAILEY RETIREMENT CENTER, GP, LLC

By: 
Name: **David B. Currie**
Title: **Vice President**

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAILEY RETIREMENT CENTER GP, LLC" 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 FIFTH DAY OF APRIL, A.D. 1999.

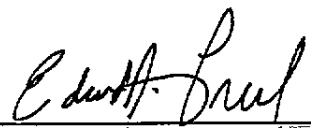
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9669144

04-05-99