

Filing Fee: \$20.00

ID Number: 144784



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

STATEMENT OF CHANGE OF RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent and the address of its resident agent in the state of Rhode Island as follows:

1. The name of the limited liability company is:
ATRIA MANAGEMENT COMPANY, LLC
2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
3. The NEW address of the resident agent is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
National Registered Agents, Inc.
5. The name of the NEW resident agent is:
Corporation Service Company
6. The appointment of a new resident agent and the change of address of the resident agent, as the case may be, shall become effective upon the filing of this statement.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 12/23/05

Atria Management Company, LLC
Print Name of Limited Liability Company

W. Bryan Hill
Signature of Authorized Person

FILED

JAN 05 2006

By M86717

GDH

STATE OF KENTUCKY)
COUNTY OF JEFFERSON)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Mark Jessee, the Chief Financial Officer of Atria Senior Living Group, Inc. ("the Company"), a corporation established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint W. Bryan Hudson attorney-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, W. Bryan Hudson shall exercise the power of Vice President and Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individual shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Mark Jessee which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 22nd day of December 2005.

Atria Senior Living Group, Inc.

BY: Mark Jessee
MARK JESSEE
CHIEF FINANCIAL OFFICER

Subscribed and sworn to before me this 22 day of December, 2005.

[Signature]
Notary Public

FILED
JAN 05 2006
By [Signature]

ATRIA SENIOR LIVING GROUP - SUBSIDIARIES

A2002 SENIOR L.L.C.
ATRIA CAMPANA DEL RIO
A98 SENIOR L.L.C.
ACACIA VILLA, LLC
AMERICAN RETIREMENT VILLAS PROPERTIES II, A CALIFORNIA LIMITED PARTNERSHIP
AMERICAN RETIREMENT VILLAS PROPERTIES III, L.P.
ARV ACACIA VILLA, L.P.
ARV ASSISTED LIVING, INC.
ARV BURLINGAME, L.P.
ARV CAMPBELL, L.P.
ARV CHANDLER VILLAS, L.P.
ARV COVELL, LLC
ARV DALY CITY, L.P.
ARV FREMONT, L.P.
ARV FULLERTON, L.P.
ARV HILLSDALE MANOR HOLDING, LLC
ARV HILLSDALE MANOR, L.P.
ARV LAS POSAS, L.P.
ARV MONTEGO HEIGHTS, L.P.
ARV NEVADA ASSISTED LIVING, INC.
ARVP II ACQUISITION LLC
ARVP III ACQUISITION LLC
ARV SUNNYVALE, L.P.
ARV VALLEY VIEW, L.P.
ARVIM, INC.
ASQ PAYROLL INC.
ATRIA ASSISTED LIVING, VIRGINIA BEACH, LLC
ATRIA ASSISTED LIVING, WEST VIRGINIA L.L.C.
ATRIA BAY SPRING, LLC
ATRIA BRIARCLIFF, LLC
ATRIA BUCKHEAD, LLC
ATRIA COMPANA DEL RIO, LLC
ATRIA CARES, INC.
ATRIA CARROLLTON G.P., LLC
ATRIA CARROLLTON, L.P.
ATRIA COTTAGE VILLAGE G.P., LLC
ATRIA COTTAGE VILLAGE, L.P.
ATRIA ELIZABETHTOWN, LLC
ATRIA FM TEXAS HOLDINGS G.P., LLC
ATRIA FM TEXAS HOLDINGS, L.P.
ATRIA FOREST LAKE, LLC
ATRIA GOLDEN CREEK, INC.
ATRIA GREAT NECK, LLC
ATRIA HERITAGE, LLC
ATRIA HIGHLAND CROSSING, LLC
ATRIA HILLCREST INN G.P., LLC
ATRIA HILLCREST INN, L.P.
ATRIA HOLDINGS LLC
ATRIA JOHNSON FERRY, LLC

FILED

JAN 05 2006

By GMA

ATRIA LAKEWOOD, LLC
ATRIA LYNNBROOKE (IRVINE) , L.P.
ATRIA LYNNBROOKE (IRVINE) , L.P.
ATRIA LYNNBROOKE G.P., LLC
ATRIA MANAGEMENT COMPANY, LLC
ATRIA MANRESA BUSINESS TRUST
ATRIA MANRESA, LLC
ATRIA MERIDIAN, LLC
ATRIA MERRYWOOD, LLC
ATRIA RETIREMENT AND ASSISTED LIVING, BRIARCLIFF, LLC
ATRIA SALISBURY BUSINESS TRUST
ATRIA SALISBURY, LLC
ATRIA SENIOR LIVING GROUP, INC.
ATRIA ST. MATTHEWS, LLC
ATRIA SUMMIT HILLS, LLC
ATRIA TEXAS HOLDINGS G.P., LLC
ATRIA TEXAS HOLDING G.P. II, LLC
ATRIA TEXAS HOLDINGS, L.P.
ATRIA TEXAS HOLDINGS II, L.P.
ATRIA TEXAS MANAGEMENT, L.P.
ATRIA VALLEY MANOR, LLC
ATRIA VILLA CAMPANA, LLC
ATRIA WESTCHASE G.P., LLC
ATRIA WINDSOR WOODS, LLC
ATRIUM AT WESTON PLACE, LLC
CAMBRIDGE DEVELOPMENT, L.L.C.
CASA BONITA FULLERTON, LTD.
COLLWOOD KNOLLS ACQUISITION, L.L.C.
COLLWOOD KNOLLS ACQUISITION, L.P.
COLLWOOD KNOLLS
CRANFORD DEVELOPMENT LLC
ELDER HEALTHCARE DEVELOPERS, LLC
HILLHAVEN PROPERTIES, LTD.
HH PROPERTIES
K98 SENIOR L.L.C.
KAPSON CHESTNUT HILL CORP.
KAPSON KEW GARDENS CORP.
KAPSON LAKE WYLIE CORP.
KAPSON NEW YORK HOLDINGS, LLC
KAPSON NORTHPOINT DEVELOPMENT CORP.
KAPSON RIVERDALE CORP.
KAPSON SENIOR QUARTERS CORP.
KAPSON STRATFORD CORP.
KAPSON TINTON FALLS CORP.
LARKFIELD GARDENS ASSOCIATES, L.P.
KEW GARDENS SENIOR LIVING DEVELOPMENT, LLC
PKR ASSOCIATES LLC
PROMETHEUS SQ HOLDINGS CORP.
PROMETHEUS SQ INTERIM CORP.
RCI INSURANCE COMPANY
RETIREMENT INNS II, LLC
RETIREMENT INNS III, LLC

FILED

JAN 05 2006

By GMA

RIVERDALE DEVELOPMENT, LLC
SENIOR QUARTERS MANAGEMENT CORP.
SENIOR QUARTERS OPERATING CORP.
SOUTH SETAUKET OPERATING, LLC
SOUTH SETAUKET OPERATING, LLC
STRATFORD DEVELOPMENT, LLC
STRATFORD DEVELOPMENT, LLC

FILED

JAN 05 2006

By GAM