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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

FEB 19 1999

By 11059
217705

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1958, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Senior Lifestyle Emerald Bay Limited Partnership
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is
SLC Emerald Bay Limited Partnership

2. The limited partnership is organized under the laws of Delaware and the date of its formation is August 24, 1998.

3. The general character of the business it proposes to transact in Rhode Island is To hold, operate and lease a specific property known as Emerald Bay Manor which is located in the State of Rhode Island.

4. The name and address of the agent for service of process is C T CORPORATION
(Name of Agent)
123 Dyer Street Providence RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

1209 Orange Street, Wilmington, DE 19801

7. The name and business address of each general partner is:

General Partner

Business Address

SLC Emerald Bay, Inc.

111 E. Wacker Drive, Suite 2400, Chicago, IL
60601

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

111 E. Wacker Drive, Suite 2400, Chicago, IL 60601

9. A mailing address for the foreign limited partnership is: 111 E. Wacker Drive, Suite 2400, Chicago, IL
60601

Dated August 31, 1998

Senior Lifestyle Emerald Bay Limited Partnership
(Exact name of Limited Partnership making application)

SLC Emerald Bay, Inc., its general partner

By *Stacy L. [Signature]* General Partner

Stephen J. Levy, Vice President

STATE OF Illinois
COUNTY OF Cook

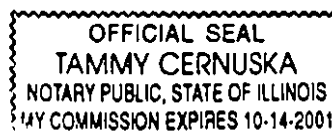
In Chicago, on this 31 day of August, 1998, personally appeared

before me _____ who, being by me first duly sworn, declared

that he/she is a General Partner of the Senior Lifestyle Emerald Bay Limited Partnership /Vice President of SLC Emerald Bay, Inc. the

that he/she signed the foregoing documents ^{/on behalf of the} ~~as~~ a General Partner of the limited partnership, and that the statements therein contained are true.

Marjorie Serush
Notary Public



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1975-1976
1976-1977
1977-1978

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "SENIOR LIFESTYLE EMERALD BAY LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1998, AT 10:35 O'CLOCK A.M.

RECEIVED
OFFICE OF THE SECRETARY OF STATE
JAN 25 12 44 PM '99



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9518427

DATE: 01-13-99