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State of New Hampshire

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Use black print or type.

Form LLC-1
RSA 304-C:31

CERTIFICATE OF FORMATION
NEW HAMPSHIRE LIMITED LIABILITY COMPANY

THE UNDERSIGNED, under the New Hampshire Limited Liability Company Laws submits the following certificate of formation:

FIRST: The name of the limited liability company is ASL/Florida Partners, LLC.

SECOND: The nature of the primary business or purposes are developing, owning and operating senior facilities, ~~as more particularly described in the Operating Agreement of the LLC~~ as well as owning and operating any other business.

THIRD: The name of the limited liability company's registered agent is Justin S. Bielagus

and the **street address**, town/city (including zip code and post office box, if any) of its registered office is (agent's business address) 302 Riverway Pl., Bedford, NH 03110.

FOURTH: The latest date on which the limited liability company is to dissolve is in perpetuity.

FIFTH: The management of the limited liability company is vested in a manager or managers.

SIXTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

*Signature:

Print or type name: Justin S. Bielagus

Title: Manager
(Enter "manager" or "member")

Date signed: October 21, 2014

To receive your ANNUAL REPORT REMINDER NOTICE by email, please enter your email address here:

*Must be signed by a **manager**; if no manager, must be signed by a **member**.

DISCLAIMER: All documents filed with the Corporation Division beco
public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL AND FORM SRA to: Co
North Main Street, Concord NH 03301-4989. Physical location: 25 C

State of New Hampshire
Form LLC 1 - Certificate of Formation 3 Page(s)

T1429644007

I, Jon Levenstein, hereby consent to the use of the name ASL/Florida Partners, LLC, by Justin S. Bielagus. I waive the right to use the name.

10/23/14

Jon H. Levenstein

Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: ASL/Florida Partners, LLC

Business Address (include city, state, zip): c/o Andover Consulting, 302 Riverway Pl., Bedford, NH 03110

Telephone Number: (603) 668-7046 E-mail: _____

Contact Person: Justin S. Bielagus

Contact Person Address (if different): _____

Part II – Check *ONE* of the following items in Part II. If more than one item is checked, the form will be rejected. [***PLEASE NOTE:*** Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. ***However,*** you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ✓ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ***ALL*** of the following three requirements:
   A) This business has ***10 or fewer owners***; and
   B) Advertising ***relating to the sale of ownership interests*** has not been circulated; and
   C) Sales of ownership interests – if any – will be ***completed within 60 days*** of the formation of this business.

2. ____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.

3. ____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.

4. ____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check *ONE* of the following items in Part III:

1. ____ This business ***is not being*** formed in New Hampshire.

2. ✓ This business ***is*** being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (~~Original signatures~~ ***only***)

Name (print): Justin S. Bielagus, Manager Signature: _____
Date signed: October 21, 2014

Name (print): _____ Signature: _____
Date signed: _____

Name (print): _____ Signature: _____
Date signed: _____