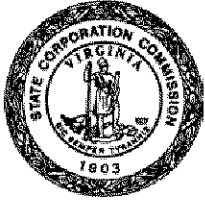


13085008213728



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

August 2, 2013

MCCARTHY & AKERS, P.L.C.
302 W BOSCAWEN STREET
WINCHESTER, VA 22601-0000

RECEIPT

RE: **Adult Care Properties LLC**

ID: **S4177871**

DCN: **1308025705**

Dear Customer:

This is to acknowledge the filing of a statement of change of registered office and/or registered agent for the above-referenced limited liability company with this office.

The effective date of the change is August 2, 2013.

If you have any questions about this matter, please contact this office at the addresses or telephone numbers shown below.

RECEIPT
CISECOM

Sincerely,

Joel H. Peck
Clerk of the Commission



eFile
(12/09)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

13085008213729

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND/OR REGISTERED AGENT CHANGE

1. RE: **Adult Care Properties LLC**

ID: **S4177871**

2. Current registered agent's name and registered office address on record (including the jurisdiction in which the registered office is physically located):

J. DOUGLAS MCCARTHY & ASSOCIATES, P.C.
302 W BOSCAWEN ST
WINCHESTER, VA 22601-0000 (WINCHESTER CITY)

3. The current registered agent is a domestic or foreign stock or nonstock corporation or limited liability company authorized to transact business in Virginia.

4. The registered agent's name and registered office address after this statement is filed with the Commission (including the jurisdiction in which the registered office is physically located):

McCarthy & Akers, P.L.C.
302 W BOSCAWEN STREET
WINCHESTER, VA 22601-0000 (WINCHESTER CITY)

5. The registered agent named in item 4 is a domestic or foreign stock or nonstock corporation or limited liability company authorized to transact business in Virginia.

6. After the foregoing change or changes are made, the limited liability company will be in compliance with the requirements of § 13.1-1015 of the Code of Virginia.

Signed on August 2, 2013, on behalf of Adult Care Properties LLC

By: Matthew Akers, Registered Agent

/s/ Matthew Akers