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 00 JAN -4 PM 3:30

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 -01/04/00--01058--002
 *****70.00 *****70.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Summerville Assisted Living Inc.

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOC

RUSH

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 DIVISION OF CORPORATIONS
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

Ordered By: _____

BU
1/4/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **SUMMERVILLE ASSISTED LIVING, INC.**

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. **DELAWARE**

(State or country under the law of which it is incorporated)

3. **APPLIED FOR**

(FEI number, if applicable)

4. **12/20/99**

(Date of incorporation)

5. **PERPETUAL**

(Duration: Year corp. will cease to exist or "perpetual")

6. **UPON QUALIFICATION**

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. **5285 SHAWNEE ROAD**

SUITE 401

(Current mailing address)

8. **ALEXANDRIA VA 22312**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: **HIQ CORPORATE SERVICES, INC.**

Office Address: **526 EAST PARK AVENUE**

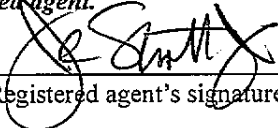
TALLAHASSEE

, Florida, **32301**

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

SEE ATTACHED

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Russell D. Rayland*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RUSSELL D. Rayland, President

(Typed or printed name and capacity of person signing application)

Summerville Assisted Living, Inc.
5285 Shawnee Road
Suite 401
Alexandria, Virginia 22312

Board of Directors

Arthur Heimbald, Chairman
5285 Shawnee Road
Suite 401
Alexandria, Virginia 22312

Russell D. Ragland
5285 Shawnee Road
Suite 401
Alexandria, Virginia 22312

Officers

Russell D. Ragland, President and Treasurer
5285 Shawnee Road
Suite 401
Alexandria, Virginia 22312

Arthur Heimbald, Secretary
5285 Shawnee Road
Suite 401
Alexandria, Virginia 22312

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUMMERVILLE ASSISTED LIVING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUMMERVILLE ASSISTED LIVING, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF DECEMBER, A.D. 1999.

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

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DEPARTMENT OF CORPORATIONS
STATE OF DELAWARE
JAN-14 PM 3:30



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0154872

DATE: 12-21-99