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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

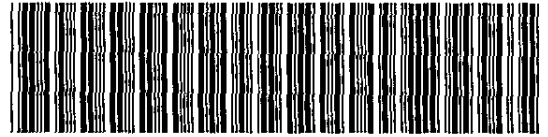
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06 FEB -1 PM 3:57
TALLAHASSEE, FLORIDA

02 FEB -1 PM 10:10
TALLAHASSEE, FLORIDA

CT CORPORATION

February 1, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
FEBRUARY 1 2006 3:51
TALLAHASSEE, FLORIDA

Re: Order #: 6557955 SO
Customer Reference 1: Liberty Portfolio
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Brookdale Living Communities, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Manager Fulfill Ctr
Connie.Bryan@wolterskluwer.com

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960
Tel 850 222 1092
Fax 850 222 7515

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brookdale Living Communities, Inc.
(Name of corporation - must include suffix)

05 FEB - 1 11:31:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)
CT Corporation

(Firm/Company)

(Address)

(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____)
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Brookdale Living Communities, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-1348354
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 19, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 330 N. Wabash Avenue, Suite 1400, Chicago, IL 60611
(Principal office address)

330 N. Wabash Avenue, Suite 1400, Chicago, IL 60611
(Current mailing address)

8. own/operate/manage senior living facility
(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 NOT acceptable)

Name: C T Corporation System

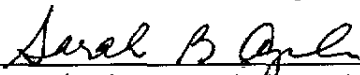
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

C T Corporation System

By: 
(Registered agent's signature) **Sarah B. Ayala**
Assistant Secretary

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.

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FILED
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark J. Schulte

Address: 330 N. Wabash, Ste. 1400, Chicago, IL 60611

Director: John P. Rijos

Address: 330 N. Wabash, Ste. 1400, Chicago, IL 60611

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06 FEB 1 10 3:51
STATE OF FLORIDA
TALLAHASSEE

B. OFFICERS

President: Mark J. Schulte

Address: 330 N. Wabash, Ste. 1400, Chicago, IL 60611

Vice President: John P. Rijos

Address: 330 N. Wabash, Ste. 1400, Chicago, IL 60611

Secretary: Deborah C. Paskin

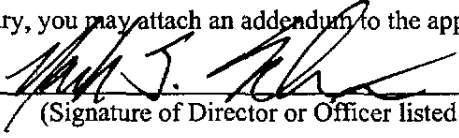
Address: 330 N. Wabash, Ste. 1400, Chicago, IL 60611

Treasurer: _____

Address: _____

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

13. _____



(Signature of Director or Officer listed in number 12 of the application)

14. Mark J. Schulte, President

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKDALE LIVING COMMUNITIES, 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 THIRTIETH DAY OF JANUARY, A.D. 2006.

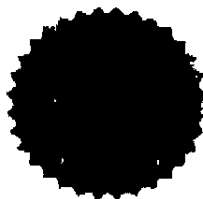
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

DEPARTMENT OF STATE
VALDHAUSEN, FLORIDA

06 FEB -1 PM 3:57

FILED



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3791519 8300

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AUTHENTICATION: 4485447

DATE: 01-30-06