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FOREIGN PROFIT/NONPROFIT CORPORATION

Brookdale Senior Living Inc.

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**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. Brockdale Senior Living 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. 20-3088069
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/28/05 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 330 North Wabash Avenue, Suite 1400, Chicago, Illinois 60611
(Principal office address)

111 Westwood Place, Suite 200, Brentwood, TN 37027
(Current mailing address)

8. long term care operator
(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: CT 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.

CT Corporation System

Connie Bryan

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

(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.

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

A. DIRECTORS

Chairman: Wesley R. Edens

Address: 1345 Avenue of the Americas
New York, NY 10105

Vice Chairman: William B. Doniger

Address: 1345 Avenue of the Americas
New York, NY 10105

Director: Jackie M. Clegg

Address: #8 7th Street, NE
Washington, DC 20020

Director: Frank M. Burnstead

Address: P.O. Box 331549
Nashville, TN 37203

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B. OFFICERS

President: see Exhibit A for additional directors and the officers

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. *Mark Anderson* EVP/CAO
(Signature of Director or Officer listed in number 12 of the application)

14. Bryan D. Richardson EVP/CAO
(Typed or printed name and capacity of person signing application)

Exhibit A
To Brookdale Senior Living Inc.
Florida Qualification

Additional Directors:

Jeffrey G. Edwards
101 California Street, Suite 4050
San Francisco, CA 94111

Jeffrey R. Leeds
23 Iverness Court
White Plains, NY 10605

Dr. Samuel Waxman
1150 Fifth Avenue
New York, NY 10029

Officers:

Mark J. Schulte Co-Chief Executive Officer
330 North Wabash Avenue, Suite 1400
Chicago, IL 60611

Bill E. Sheriff Co-Chief Executive Officer
111 Westwood Place, Suite 200
Brentwood, TN 37207

Mark W. Ohlendorf Co-President
330 North Wabash Avenue, Suite 1400
Chicago, IL 60611

John P. Rijos Co-President
330 North Wabash Avenue, Suite 1400
Chicago, IL 60611

R. Stanley Young Executive Vice President and CFO
330 North Wabash Avenue, Suite 1400
Chicago, IL 60611

Kristin A. Ferge Executive Vice President and Treasurer
330 North Wabash Avenue, Suite 1400
Chicago, IL 60611

T. Andrew Smith Executive Vice President, Secretary and General Counsel
111 Westwood Place, Suite 200
Brentwood, TN 37207

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Exhibit A (continued)
To Brookdale Senior Living Inc.
Florida Qualification

H. Todd Kaestner **Executive Vice President, Corporate Development**
111 Westwood Place, Suite 200
Brentwood, TN 37207

Gregory B. Richards **Executive Vice President, Operations**
111 Westwood Place, Suite 200
Brentwood, TN 37207

Bryan D. Richardson **Executive Vice President and Chief Accounting Officer**
111 Westwood Place, Suite 200
Brentwood, TN 37207

Paul Froning **Executive Vice President, Chief Investment Officer**
330 North Wabash Avenue, Suite 1400
Chicago, IL 60611

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKDALE SENIOR 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-THIRD DAY OF JANUARY, A.D. 2007.

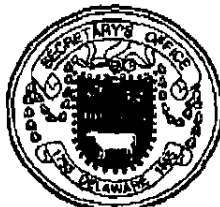
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5376585

DATE: 01-23-07