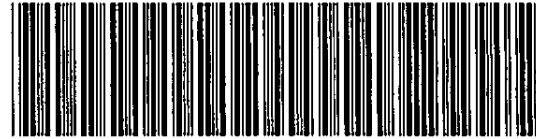


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10/05/16--01023--017 **35.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

2016 OCT -5 PM 8:00
STATE DEPT OF STATE
CORPORATION DIVISION

FILED

OCT 11 2015
C. CARROTHERS



CORPORATION SERVICE COMPANY'

CSC - WILMINGTON ;
Suite 400
2711 Centerville Road
Wilmington De 19808
800-927-9800
302-636-5454 FAX

To: REGISTRATION SECTION DIVISION OF CORPORATIONS

From: Mary Rivers mary.rivers@cscglobal.com

Date: October 3, 2016

Order#: 296684-123

Re: BROOKDALE SENIOR LIVING INC.

Enclosed please find:

XX Change of Registered Agent and Office.

XX Check in the amount of \$35.00.

Please take the following action:

XX File in your office on a routine basis.

XX Issue Proof of Filing.

XX Please return evidence to the following:

Attn: Mary Rivers
c/o Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, DE 19808

XX Return envelope is also enclosed for your convenience.

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

QUCA.XCOA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: BROOKDALE SENIOR LIVING INC.
2. The principal office address: 111 WESTWOOD PLACE SUITE 400 BRENTWOOD TN 37027
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 01/23/2007 Document number: F07000000392

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
Tallahassee FL 32301

P.O. Box NOT acceptable

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2016 OCT -5 PM 8:00
STATE OF FLORIDA
TALLAHASSEE, FL 32304

The street address of its registered office and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Jill E. Cilmi Signature of an officer or director
Jill Cilmi, Vice President Printed or typed name and title

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company
By: Grace E. Kirby Signature of Registered Agent
09/30/2016 Date

If signing on behalf of an entity:
Grace E. Kirby, Assistant Vice President
Typed or Printed Name

*** FILING FEE: \$35.00 ***