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A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATIONS:
DAVID G. CROCKETT, P.A.
JAMES R. DILHOUSEN, P.A.



Completed in 185

THE AMIDON HOUSE
1005 N. MARKET
WICHITA, KANSAS 67214-2871
(316) 243-9662

FBI (316) 263-7220

February 22, 1996

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*****78.75 *****78.75

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Foreign Corporation Registration

Dear Sir/Madam:

Enclosed please find the original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida. I am enclosing our \$70.00 registration fee along with payment of \$8.75 for a certificate of status.

We will be needing in the near future a certificate of good standing for Assisted Living Facilities, Inc. I would appreciate learning at this time what your fee would be to obtain the good standing certificate.

If you need anything further to register this corporation in Florida, please advise.

Cordially,

David G. Crockett

DGC/cd

Enclosures

cc: Mr. Steven Vick

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Assisted Living Properties, Inc.
(Name of corporation - must include suffix)

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:

David G. Crockett, Attorney at Law
(Name of Person)
Crockett & Gilhousen

(Firm/Company)
1005 North Market

(Address)
Wichita, Kansas 67214

(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

David G. Crockett at (316) 263-9662
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Assisted Living Properties, 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. Kansas
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. February 7, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 453 South Webb Road, Suite 500
Wichita, Kansas 67207
(Current mailing address)
8. Ownership, leasing, operation and sale of assisted living facilities and other legal activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation

Office Address: c/o CT Corporation System
1200 South Pine Island Road
Plantation, Florida, 33324
(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.

John S. Green

(Registered agent's signature)

M.S. GREEN, Asst. Secy.

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

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

Director
~~Chairman~~ Steven L. Vick

Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Director
~~Vice Chairman~~ R. Gail Knott

Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Director: Timothy J. Buchanan

Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Director: _____

Address: _____

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

President: Steven L. Vick

Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Vice President: None

Address: _____

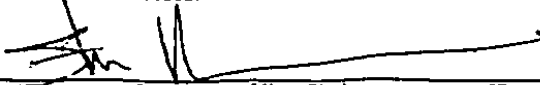
Secretary/Treasurer R. Gail Knott

Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Treasurer: _____

Address: _____

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

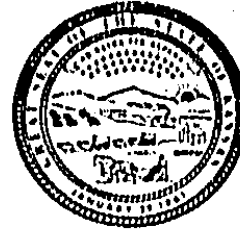
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. President STEVEN VICK
(Typed or printed name and capacity of person signing application)

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STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

ASSISTED LIVING PROPERTIES, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 7th day of February, A.D. 1996 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
19th day of February, A.D. 1996



RON THORNBURGH
SECRETARY OF STATE

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