

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

**Feb 17 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000004438 (4)
1. Corporation Name
BROOKDALE LIVING COMMUNITIES OF FLORIDA, INC.



Principal Place of Business C/O THE PRIME GROUP, INC. 77 W WACKER DRIVE STE 3900 CHICAGO IL 60601	Mailing Address C/O THE PRIME GROUP, INC. 77 W WACKER DRIVE STE 3900 CHICAGO IL 60601
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Brookdale Living Comm., Inc.	2a. Mailing Address 26 Brookdale Living Comm., Inc.
Suite, Apt. #, etc. 22 77 W. Wacker Dr., Ste. 4800	Suite, Apt. #, etc. 27 77 W. Wacker Dr., Ste. 4800
City & State 23 Chicago, IL	City & State 28 Chicago, IL
Zip 24 60601	Country 29 60601

3. Date Incorporated or Qualified 08/22/1997	4. FEI Number 36-4174024	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required		
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees		
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SO PINE ISLAND RD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
		85 Zip Code FL	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes

SIGNATURE _____ (NOT: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD SCHULTE, MARK J 77 WEST WACKER DRIVE STE 3900 CHICAGO IL 60601	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V COPELAND, DARRYL W JR 77 WEST WACKER DRIVE STE 3900 CHICAGO IL 60601	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VS RUDNIK, ROBERT J 77 WEST WACKER DRIVE STE 3900 CHICAGO IL 60601	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VAS WALCZYK, CRAIG G 77 WEST WACKER DRIVE STE 3900 CHICAGO IL 60601	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____ DATE **1/27/98**

CFR2E034 (10/97)