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Mar 16, 1999 8:00 am
Secretary of State

03-16-1999 90073 004 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000004438

1. Corporation Name
BROOKDALE LIVING COMMUNITIES OF FLORIDA, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
BROOKDALE LIVING COMM INC
77 W WACKER DR. STE 4800
CHICAGO IL 60601
US

Mailing Address
BROOKDALE LIVING COMM INC
77 W WACKER DR. STE 4800
CHICAGO IL 60601
US

3. Date Incorporated or Qualified
08/22/1997

4. FEI Number
36-4174024

5. Certificate of Status Desired - **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business **c/o Brookdale Living Communities, Inc.**

2a. Mailing Address **c/o Brookdale Living Communities, Inc.**

22 Suite, Apt. #, etc. **77 West Wacker Drive, Suite 4400**

27 Suite, Apt. #, etc. **77 West Wacker Drive, Suite 4400**

23 City & State **Chicago, Illinois**

28 City & State **Chicago, Illinois**

24 Zip **60601** 25 Country **US**

29 Zip **60601** 30 Country **US**

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 **FL** 85 Zip Code

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SCHULTE, MARK J	
STREET ADDRESS	77 WEST WACKER DRIVE STE 3900	
CITY-ST-ZIP	CHICAGO IL 60601	
TITLE	V	<input type="checkbox"/> DELETE
NAME	COPELAND, DARRYL W JR	
STREET ADDRESS	77 WEST WACKER DRIVE STE 3900	
CITY-ST-ZIP	CHICAGO IL 60601	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	RUDNIK, ROBERT J	
STREET ADDRESS	77 WEST WACKER DRIVE STE 3900	
CITY-ST-ZIP	CHICAGO IL 60601	
TITLE	VTAS	<input checked="" type="checkbox"/> DELETE
NAME	WALCZYK, CRAIG G	
STREET ADDRESS	77 WEST WACKER DRIVE STE 3900	
CITY-ST-ZIP	CHICAGO IL 60601	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Schulte, Mark J	
1.3 STREET ADDRESS	77 West Wacker Drive Suite 4400	
1.4 CITY-ST-ZIP	Chicago, Illinois 60601	
2.1 TITLE	VD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Copeland, Darryl W. Jr.	
2.3 STREET ADDRESS	77 West Wacker Drive Suite 4400	
2.4 CITY-ST-ZIP	Chicago, Illinois 60601	
3.1 TITLE	VS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Rudnik, Robert J	
3.3 STREET ADDRESS	77 West Wacker Drive, Suite 4400	
3.4 CITY-ST-ZIP	Chicago, Illinois 60601	
4.1 TITLE	VT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Young, R. Stanley	
4.3 STREET ADDRESS	77 West Wacker Drive, Suite 4400	
4.4 CITY-ST-ZIP	Chicago, Illinois 60601	
5.1 TITLE	VD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Lutthians, Kim E.	
5.3 STREET ADDRESS	1209 Orange Street	
5.4 CITY-ST-ZIP	Wilmington, Delaware 19801	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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, with all other like empowered.

SIGNATURE: _____ DATE: 2/24/99 DAYTIME PHONE #: 312 977 3760

CR2E034 (11/98)