

F98000003989

Jewel Dart
 Moyle Flanigan Law Firm
 (Requestor's Name)
 210 S. Monroe St.
 (Address)
 Tallahassee 681-3828
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Prosperity Gen-Par, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #) 78.75
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 DIVISION OF CORPORATIONS
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- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Please file attached + provide Cert. of Status

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Examiner's Initials

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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. PROSPERITY GEN-PAR, 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. Delaware
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. July 9, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 9, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 85 Broad Street
New York, N.Y. 10004
(Current mailing address)

8. Act as general partner of Senior Lifestyle Prosperity Limited Partnership
(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 acceptable)

Name: Jewell Dart
Moyle, Flanigan, Katz, Kolins, Raymond & Sheehan, P.A.

Office Address: 210 S. Monroe
Tallahassee, Florida, 32301
(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.

Jewell Dart
(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

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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)

Chairman: Stuart M. Rothenberg

Address: 85 Broad Street, New York, N.Y. 10004

Vice Chairman: _____

Address: _____

Director: Stuart M. Rothenberg

Address: 85 Broad Street, New York, N.Y. 10004

Director: _____

Address: _____

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

President: Daniel M. Weidich

Address: 85 Broad Street, New York, N.Y. 10004

Vice President: Ralph F. Rosenberg

Address: 85 Broad Street, New York, N.Y. 10004

Assistant Secretary: _____

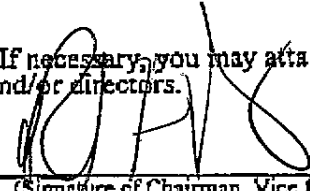
Secretary: Ralph F. Rosenberg

Address: 85 Broad Street, New York, N.Y. 10004

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. Ralph F. Rosenberg, Vice President
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROSPERITY GEN-PAR, 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 TENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: