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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

AHC Sterling House of Panama City, LLC

Certificate of Status	0
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J. BRYAN NOV 30 2006

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. AHC Sterling House of Panama City, LLC  
(Name of Foreign Limited Liability Company)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for  
(FEI number, if applicable)

4. November 17, 2005  
(Date of Organization)

5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 330 North Wabash, Suite 1400  
Chicago, Illinois 60611  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

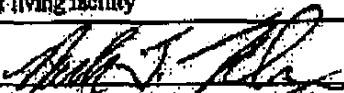
9. The name and usual business addresses of the managing members or managers are as follows:

- Mark J. Schulte, 330 North Wabash, Suite 1400, Chicago, Illinois 60611
- John P. Rijos, 330 North Wabash, Suite 1400, Chicago, Illinois 60611
- Mark W. Ohtendorf, 6737 West Washington, Suite 2300, Milwaukee, WI 53214
- William E. Sheriff, 111 Westwood Drive, Brentwood, TN 37027

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

own/operate/manage a senior living facility

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Mark J. Schulte

\_\_\_\_\_  
Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:  
AHC Sterling Home of Panama City, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation Systems  
\_\_\_\_\_  
(Name)  
  
1300 South Pine Island Road  
\_\_\_\_\_  
Florida Street Address (P.O. Box NOT ACCEPTABLE)  
  
Plantation, Florida 33324  
\_\_\_\_\_  
City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

By: Sarah B. Ayala  
(Signature)  
C T Corporation Systems  
Sarah B. Ayala  
Assistant Secretary

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AHC STERLING HOUSE OF PANAMA CITY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AHC STERLING HOUSE OF PANAMA CITY, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2006.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5220614

DATE: 11-22-06