

CORPORATE

ACCESS
INC.

1100 D Thomasville Road, P.O. Box 37166, Atlanta, Georgia 30387-0166

P.O. Box 37166 (404) 222-1666 or (800) 965-1666 Fax (404) 222-1666

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Foreign
Limited Partnership

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Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

1. BROOKDALE INVESTORS, L.P.
(Name of limited partnership as it is in the home state)
2. BROOKDALE INVESTORS, LTD.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida must contain the word "LIMITED" or "LTD.")
3. DELAWARE 4. OCTOBER 17, 1994
(State of Formation) (Date of Formation)
5. National Registered Agents, Inc.
(Name of Registered Agent for Service of Process)
6. 526 E. Park Avenue
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
Kathy L. Hagman, Asst. Secy
(Agent must sign on this line)
8. 526 E. Park Avenue, Tallahassee, Florida 32301
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS SPECIFIC ADDRESS

<u>Brookdale Partners, L.L.C.</u>	<u>c/o The Brookdale Group, L.L.C.</u>
<u>mq GOUKUN 262</u>	<u>3343 Peachtree Road, N.E.</u>
	<u>Suite 510</u>
	<u>Atlanta, Georgia 30326</u>
10. c/o The Brookdale Group, L.L.C., 3343 Peachtree Rd., N.E., Suite 510, Atlanta, Georgia 30326
(Office where Names, Addresses and Contributions of Limited Partners are kept)

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11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. c/o The Brookdale Group, L.L.C., 3343 Peachtree Road, N.E., Suite 510, Atlanta, GA
(Mailing Address of Limited Partnership) 30326

This 12th day of July, 19 96.

BROOKDALE PARTNERS, L.L.C.

General Partner

By: [Signature]
STATE OF Georgia Its: Manager

COUNTY OF Fulton

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day

of July, 19 96, by BROOKDALE PARTNERS, L.L.C. of
(Name of General Partner)

BROOKDALE INVESTORS, LP

(Name of Limited Partnership)

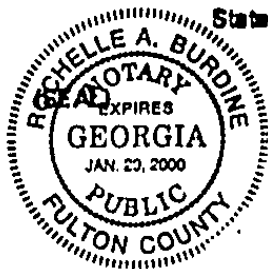
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[Signature]

Notary Public

State of GEORGIA at Large

My Commission Expires: Jan 27, 2000



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SECRETARY OF STATE
DIVISION OF REGISTRATIONS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared BROOKDALE PARTNERS, L.L.C., a General partner of Brookdale Investors, L.P. (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 74.4 million.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 7.1 million.

This 12th day of July, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

BROOKDALE PARTNERS, L.L.C.
General Partner

By: [Signature]

Its: Manager

State of GEORGIA

County of Fulton

Date July 12, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Brookdale Partners, L.L.C. (General Partner), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of July, 1996.



[Signature]
Notary Public

Sent: at Large

My commission expires: Jan 20, 2000

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SECTION 107
NOTARY PUBLIC