DEAD OUT OF Corporation System

660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615

Attn: Jeff Netherton

800003468568--7 -11/17/00--01033--033 *****87.50 *****87.50

CORPORATION(S) NAM	ATION(S) NAME					
Hillhaven Properties, Ltd.	, Inc.					
		25.0				
		- E				
(x) Profit () Nonprofit	() Amendment	() Mergety				
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark				
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC				
(x) Certified Copy	() Photocopies	(x) CUS				
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up				
Name Availability	11/17/00	Order#:				
Document Examiner		Ref#:				
UpdaterVerifier		A ma our note \$				
Acknowledgement W.P. Verifier		Amount:\$				

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ÀPPLICATION 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.	Hillhaven Properties, Ltd., Inc.									
	(Name of corporation; must include the word "INCORPORA words or abbreviations of like import in language as will clean natural person or partnership if not so contained in the name	arl	y indicate that it is	"", "CORPORATION" or a corporation instead of a						
2.	Oregon	3.	41-1422	_____\						
	(State or country under the law of which it is incorporated)		(FEI number, if applicable)						
4.	12/29/82 (Date of incorporation)	5.	Perpetua	1 सिन्न व						
	(Date of incorporation)		(Duration: Year	corp. will cease to exist or "perpetual")						
6.	Upon Qualification			gr o						
6. Upon Qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)										
7.	501 South Fourth Ave, Suite 140,	Ι	Louisville, K	Y 40202						
	(Principal office a	ado	iress)							
	501 South Fourth Ave, Suite 140,			Y 40202						
	(Current mailing a	ado	dress)							
8. Operation of assisted living facilities (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)										
	Name: C T.Corporation System		· 							
0	ffice Address: 1200 S. Pine Island Road									
	Plantation		, Florida	33324						
	(City)			(Zip code)						
H de fu	0. Registered agent's acceptance: Iaving been named as registered agent and to accept so esignated in this application, I hereby accept the appoint ther agree to comply with the provisions of all statut uties, and I am familiar with and accept the obligation	in: tes	tment as register relative to the pr	ed agent and agree to act in this capacity. I coper and complete performance of my						
	Barlara a Beir	K	SPEC	BABARA A. BURKE HAL ASSISTANT SECRETARY						

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 incorporated.

(Registered agent's signature)

12. Names and business addresses of officers and/or directors:

A. DIRECTORS	J. Timothy Wesley	
Chairman:	501 South Fourth Ave, Suite 140, Louisville, KY 40202	
Address:		
Vice Chairman:		8
Address:		題
	Marily D. Tanana	Str. P.S.
	Mark D. Jessee 501 South Fourth Ave, Suite 140, Louisville, KY 40202	100 E. 10
Address.		y
Director:	Werner Neuteufel	
Address:	501 South Fourth Ave, Suite 140, Louisville, KY 40202	
	Carmin D. Grandinetti	
Address:	Secretary	
5	01 South Fourth Ave, Suite 140, Louisville, KY 40202	
Secretary:		
Address:		
Treasurer:		
Address:		
NOTE: If necessar	ry, you may attach an addendum to the application listing additional officers and	or directors.
13. <u>COUM</u> (Sig	my Hamalmed L. grature of Chairman, Vice Chairman, or any officer listed in number 12 of the ap	plication)
14. Carmin D.	Grandinetti, SR VP, General Counsel and Secretary	
	(Typed or printed name and capacity of person signing application)	

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

HILLHAVEN PROPERTIES, LTD.

was incorporated under the Oregon

Business Corporation Act

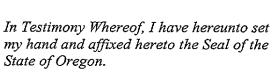
on

December 29, 1982

and is active on the records of the Corporation Division as of the date of this certificate.







BILL BRADBURY, Secretary of State



Debra L. Virag

November 15, 2000