

F010000001272

FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: 3-06-01

NAME: HEARTHSTONE ASSISTED LIVING, INC.

TYPE OF FILING: QUALIFICATION

COST: CHECK FOR \$78.75 ATTACHED

RETURN: GOOD STANDING

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

FILED
01 MAR -6 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500003803265--7
-03/07/01--01001--009
*****78.75 *****78.75

5

RECEIVED
01 MAR -6 PM 2:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Mr 3/6

**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. Hearthstone Assisted Living, 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. Texas 3. 76-0475909
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 29, 1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 16, 2001
(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. 3663 North Sam Houston Parkway East, Suite 600, Houston, TX 77032
(Principal office address)
- 3663 North Sam Houston Parkway East, Suite 600, Houston TX 77032
(Current mailing address)
8. Assisted living center 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: Capital Corporate Service, Inc.
- Office Address: 1333 North Duvall Street
- Tallahassee, Florida 32303
(City) (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.

Delanu Case, asst. sec.

(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 incorporated.

01 MAR - 6 PM 4:35
FILED
TALLAHASSEE
SECRETARY OF STATE

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

A. DIRECTORS

See Attached Addendum

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

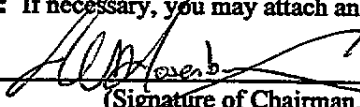
Secretary: _____

Address: _____

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. RICHARD M. ROSENBERG, VICE PRESIDENT _____
(Typed or printed name and capacity of person signing application)

FILED
MAR - 8 PM 4:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

ADDENDUM

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

A. DIRECTORS

Daniel C. Arnold
Mark Brookner
George M. Jenkins
Frederick P. Zarrilli
Steven M. Sandholtz
Claude J. Zinngrabe, Jr.
James E. Eden
Steven A. Karpf
Matthew Reidy
Timothy P. Hekker

Business address:

3663 North Sam Houston Parkway East, Suite 600
Houston, Texas 77032

B. OFFICERS

President and Chief Executive Officer: Timothy Hekker

Vice President and Chief Financial Officer: James Wang

Vice President of Operations: Lloyd Schill

Vice President, General Counsel: Richard Rosenberg

Vice President of Sales and Marketing
And of Market Research: Andrew Starr

Vice President of Accounting: Laurence Daspit

Secretary: Andres Starr

Assistant Secretary: Richard M. Rosenberg

Business address:

3663 North Sam Houston Parkway East, Suite 600
Houston, Texas 77032

01 MAR -6 PM 4:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

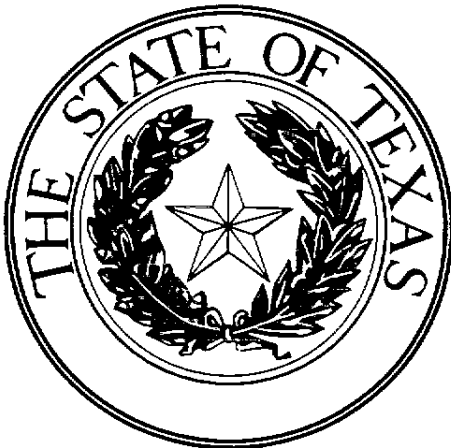
FILED
MAR - 6 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

HEARTHSTONE ASSISTED LIVING, INC.
File No. 1360507-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on March 5, 2001.*



Henry Cuellar

Henry Cuellar
Secretary of State DAE