

**CORPORATE
ACCESS,
INC.**

F01000005455

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 ~ Fax (850) 222-1666

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Profit/Foreign

1.) Elmcraft GP, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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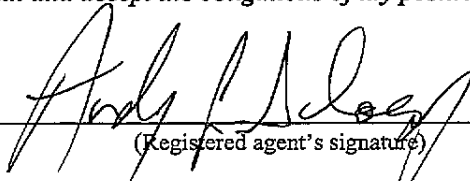
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. Elmcroft GP, 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 3. 52-2346523
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-15-01 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10-31-01
(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. 1140 Old Peachtree Road, Suite E
(Principal office address)
Duluth, Georgia 30097
(Current mailing address)
8. Assisted living care operations.
(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: Andy L. Schoepf
Office Address: 830 Gulf Shore Drive, # 5095
Destin, Florida 32541
(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.


(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.

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

A. DIRECTORS

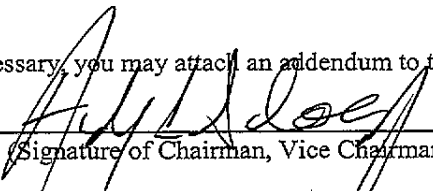
Chairman: Andy L. Schoepf
Address: 1140 Old Peachtree Road, Suite E
Duluth, Georgia 30097
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

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B. OFFICERS

President: Gary A. Smith, Sr.
Address: 6720 Elmcroft Circle
Louisville, KY 40241
Vice President: _____
Address: _____
Secretary: Andy L. Schoepf
Address: 1140 Old Peachtree Road, Suite E, Duluth, Georgia 30097
Treasurer: Gary A. Smith, Sr.
Address: 6720 Elmcroft Circle, Louisville, KY 40241

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. Andy L. Schoepf, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELMCROFT GP, 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 FIFTEENTH DAY OF OCTOBER, A.D. 2001...

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1391673

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DATE: 10-15-01