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Senior Lifestyle Communities, Inc.
2921 NW 6th Avenue
Miami, Florida 33127
(305) 573-8882

November 5, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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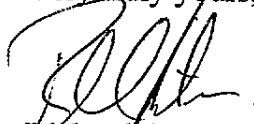
Re: Senior Lifestyle Communities, Inc.

Dear Sir/Madam:

Enclosed for immediate filing is an original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a filing fee in the amount of \$70.00 made payable to the Florida Secretary of State.

Please return a file-stamped copy to the undersigned using the enclosed envelope.

Very truly yours,


Richard Astrom

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Senior Lifestyle Communities, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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.)

Nevada

2. _____
(State or country under the law of which it is incorporated)

3. August 16, 2001 4. perpetual
(Date of Incorporation) (Duration)

5. _____
(Federal Employer Identification number, if applicable)

October 31, 2001
6. _____
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

2921 NW 6th Avenue, Miami, Florida 33127
7. _____
(Current mailing address)

Financing business acquisition
8. _____
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Richard Astrom
Address: 2921 NW 6th Avenue
Miami, Florida 33127

Vice Chairman: _____
Address: _____

Director: Christopher Astrom
Address: 2921 NW 6th Avenue
Miami, Florida 33127

Director: _____
Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Officers:

President: Richard Astrom
Address: 2921 NW 6th Avenue
Miami, Florida 33127

Vice President: _____
Address: _____

Secretary: Christopher Astrom
Address: 2921 NW 6th Avenue
Miami, Florida 33127

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Richard Astrom
Office Address: 2921 NW 6th Avenue
Miami, Florida 33127

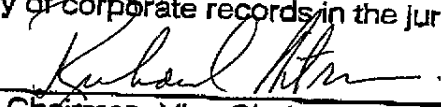
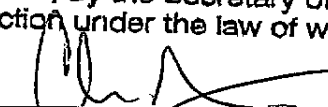
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TALLAHASSEE, FLORIDA

11. 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: 

12. 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.

13.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

Richard Astrom

President

14. _____
(Name and capacity of person signing application)

SECRETARY OF STATE

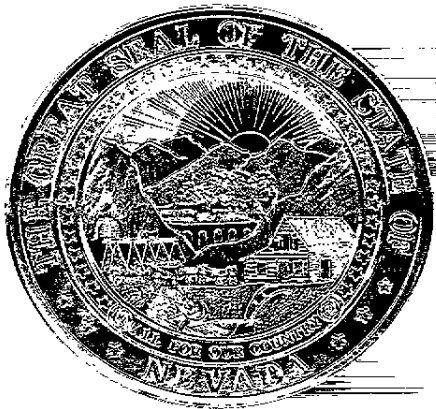


CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SENIOR LIFESTYLE COMMUNITIES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 16, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, Carson City, Nevada, on October 30, 2001.



Dean Heller

Secretary of State

By

Joann Larson

Certification Clerk

FILED
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CLERK OF STATE
CARSON CITY, NEVADA