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W01-28674

FOREIGN NON-PROFIT QUALIFICATION

Full Circle Communities, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 14, 2001

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, PA

SUBJECT: FULL CIRCLE COMMUNITIES, INC.
REF: W01000028674

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**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

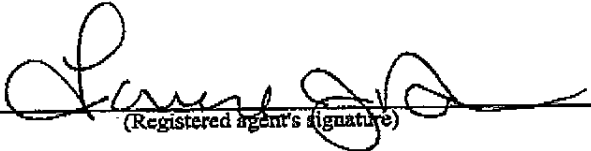
**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:**

1. Full Circle Communities, Inc.
(Name of corporation: must include the word "INCORPORATED" 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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Illinois 3. 36-4382850
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 18, 2000 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2002
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)
7. 770 Frontage Road, Suite 123 Northfield, IL 60093
(Principal office address)
same
(Current mailing address)
8. Management of Real Estate
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Louise J. Allen
Office Address: 200 East Broward Blvd. Suite 1900
Fort Lauderdale, Florida 33301
(City) (Zip Code)

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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 addresses of officers and/or directors:

A. DIRECTORS

Director: Lynn Cooper
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

Director: David N. Gottlieb
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

Director: John Lukehart
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

Director: Martin S. Pinsky
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

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B. OFFICERS

Executive Director: David N. Gottlieb
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

Associate Director for Acquisitions: Milton R. Pinsky
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

Associate Director: MARTIN S. Pinsky
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. David Gottlieb - Executive Director
(Typed or printed name and capacity of person signing application)

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

A. DIRECTORS

Director: Milton R. Pinsky
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

Director: Kale Williams
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

Director: Hank Zuba
Address: 770 Frontage Rd., Suite 123, Northfield, IL 60093

Director: _____
Address: _____

B. OFFICERS

Address: _____

Address: _____

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. David Gottlieb - Executive Director
(Typed or printed name and capacity of person signing application)

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File Number 6088-254-1



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

FULL CIRCLE COMMUNITIES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 18, 2000, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A DOMESTIC CORPORATION IN GOOD STANDING IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 23RD *day of* OCTOBER *A.D.* 2001

Jesse White

SECRETARY OF STATE