

**F03 000001159**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATION

**FOREIGN PROFIT QUALIFICATION**

**CARROLLWOOD ASSISTED LIVING G.P., INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

**F03-1159**  
*gk*

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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. CARROLLWOOD ASSESTED LIVING 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. TEXAS  
(State or county under the law of which it is incorporated)
3. 82-0584230  
(FBI number, if applicable)
4. JANUARY 13, 2003  
(Date of incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 13, 2003  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 617.155, 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. General Partner in Senior Housing Communities  
(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: CAPITOL CORPORATE SERVICES, INC.

Office Address: 1333 NORTH DUVAL ST

TALLAHASSEE

(City)

Florida 32303

(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.*

Gayle Wendt, 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.

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

A. DIRECTORS

Chairman: SEE ATTACHED ADDENDUM

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. \_\_\_\_\_

Baruch Rosenberg, Vice President + Director

(Typed or printed name and capacity of person signing application)

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

Title: Name: Address:

DIRECTORS

Director	Timothy P. Hekker	3663 North Sam Houston Parkway East Suite 600 Houston, Texas 77032
Director	James Wang	3663 North Sam Houston Parkway East Suite 600 Houston, Texas 77032
Director	Richard M. Rosenberg	3663 North Sam Houston Parkway East Suite 600 Houston, Texas 77032

OFFICERS

President and Chief Executive Officer	Timothy Hekker	3663 North Sam Houston Parkway East Suite 600 Houston, Texas 77032
Vice President and Assistant Secretary	James Wang	3663 North Sam Houston Parkway East Suite 600 Houston, Texas 77032
Vice President and Secretary	Richard Rosenberg	3663 North Sam Houston Parkway East Suite 600 Houston, Texas 77032
Vice President	Laurence Daspit	3663 North Sam Houston Parkway East Suite 600 Houston, Texas 77032

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Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Gwyn Shea  
Secretary of State

### Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for Carrollwood Assisted Living G.P., Inc. (filing number: 800163041), a Domestic Business Corporation, was filed in this office on January 13, 2003.

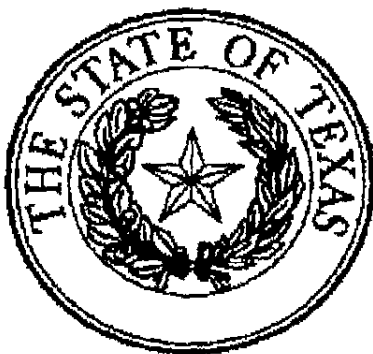
It is further certified that the entity status in Texas is active.

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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 06, 2003.



*Gwyn Shea*

Gwyn Shea  
Secretary of State

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