

Division of Corporations

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION**HEARTHSTONE ASSISTED LIVING L.P.-1, INC.**

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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. HEARTHSTONE ASSISTED LIVING L.P.-1, 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 country under the law of which it is incorporated)
3. 82-0584825
(FEI 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 817.155, F.S.)
7. 3663 N. Sam Houston Parkway E., Suite 600, Houston, Texas 77034
(Principal office address)
3663 N. Sam Houston Parkway E., Suite 600, Houston, Texas 77034
(Current mailing address)
8. Limited 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, 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.

Payle Windley, 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]

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard 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. Hecker	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 Hecker	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 Despit	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 Hearthstone Assisted Living L.P.-1, Inc. (filing number: 800163037), a Domestic Business Corporation, was filed in this office on January 13, 2003.

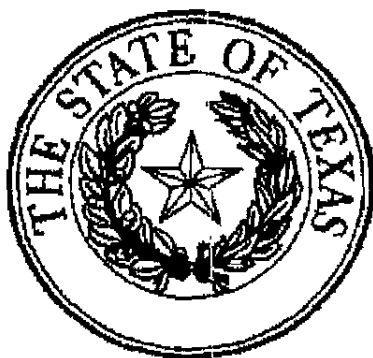
It is further certified that the entity status in Texas is active.

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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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