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Division of Corporations

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**Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Brookdale Wellington Lessee, 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. Brookdale Wellington Lessee, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 17, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. date of filing

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 330 N. Wabash Avenue, Suite 1400, Chicago, IL 60611

(Principal office address)

330 N. Wabash Avenue, Suite 1400, Chicago, IL 60611

(Current mailing address)

8. own, operate, manage and/or license a senior living facility

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

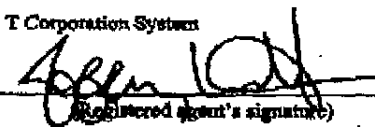
Florida 33324

(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.

C T Corporation System

By: 

Jeffrey R. Graves
Assistant Secretary

(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.

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

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A. DIRECTORSChairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: SEE ATTACHED LIST

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 Director or Officer listed in number 12 of the application)

14. _____

Mark J. Schwite, President

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

BROOKDALE WELLINGTON LESSEE, INC.
OFFICERS & DIRECTORS

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TALLAHASSEE, FLORIDA

OFFICERS:

Mark J. Schulte	President	330 N. Wabash Avenue, Suite 1400 Chicago, IL 60611
Mark W. Ohlendorf	Vice President	6737 W. Washington, Suite 2300 Milwaukee, WI 53214
John P. Rijos	Vice President	330 N. Wabash Avenue, Suite 1400 Chicago, IL 60611
R. Stanley Young	Vice President	330 N. Wabash Avenue, Suite 1400 Chicago, IL 60611
Kristin A. Ferga	Vice President, Treasurer	6737 W. Washington, Suite 2300 Milwaukee, WI 53214
Deborah C. Paskin	Vice President, Secretary	330 N. Wabash Avenue, Suite 1400 Chicago, IL 60611
Geri Krupp-Gordon	Vice President	6737 W. Washington, Suite 2300 Milwaukee, WI 53214
Eric Hoaglund	Assistant Secretary	6737 W. Washington, Suite 2300 Milwaukee, WI 53214

DIRECTORS:

Mark J. Schulte	Director	330 N. Wabash Avenue, Suite 1400 Chicago, IL 60611
Mark W. Ohlendorf	Director	6737 W. Washington, Suite 2300 Milwaukee, WI 53214
John P. Rijos	Director	330 N. Wabash Avenue, Suite 1400 Chicago, IL 60611

Delaware

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The First State

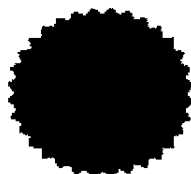
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKDALE NELLINGTON LESSEE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4601481

DATE: 03-17-06