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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

AHC PHN I, 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. AHC PHN I, Inc.

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

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

2. Delaware 3. 20-9934170
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 17, 2006 5. perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon 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 North Wabash, Suite 1400, Chicago, Illinois 60611
 (Principal office address)
330 North Wabash, Suite 1400, Chicago, Illinois 60611
 (Current mailing address)

8. Manage/operate 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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
 (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.

CT Corporation System

By: Connie Beyer
 (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. DIRECTORS

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Mark J. Schulte
Address: 330 North Wabash, Suite 1400
Chicago, Illinois 60611

Director: John P. Rijos
Address: 330 North Wabash, Suite 1400
Chicago, Illinois

B. OFFICERS

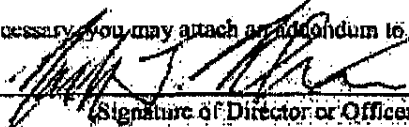
President: Mark J. Schulte
Address: 330 North Wabash, Suite 1400
Chicago, Illinois 60611

Vice President: John P. Rijos
Address: 330 North Wabash, Suite 1400
Chicago, Illinois 60611

Secretary: T. Andrew Smith
Address: 111 Westwood Place, Suite 200, Brentwood, TN 37027

Treasurer: Kristin A. Ferge
Address: 6737 West Washington Street, Suite 2100, Milwaukee, WI 53214

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

13. By: 
(Signature of Director or Officer listed in number 12 of the application)

14. Mark J. Schulte, President
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AHC PHN I, 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 JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AHC PHN I, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2006.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5359486

DATE: 01-17-07