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FOREIGN PROFIT/NONPROFIT CORPORATION 1/23/07

Brookdale Liberty, Inc.

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January 24, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: BROOKDALE LIBERTY, INC.
REF: W07000003914

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P.O BOX 6327 - Tallahassee, Florida 32314

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 LIBERTY, 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

(State or country under the law of which it is incorporated)

3. _____

(FBI number, if applicable)

4. JANUARY 24, 2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(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 AVE, STE. 1400, CHICAGO, ILLINOIS 60611

(Principal office address)

330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611

(Current mailing address)

8. MANAGE, OWN AND OPERATE SENIOR LIVING FACILITIES

(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

Sarah B. Ayala
Assistant Secretary

By: _____

(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:

FILED

2007 JAN 23 AM 9:39

A. DIRECTORSChairman: MARK J SCHULTESECRETARY OF STATE
TALLAHASSEE, FLORIDAAddress: 330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611Vice Chairman: MARK W OHLENDORFAddress: 6737 W WASHINGTON ST., STE. 2300, MILWAUKEE, WI. 53214Director: JOHN P RIJOSAddress: 330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611

Director: _____

Address: _____

B. OFFICERSPresident: MARK J SCHULTEAddress: 330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611Vice President: JOHN P RIJOSAddress: 330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611Secretary: T. ANDREW SMITHAddress: 111 WESTWOOD PLACE, STE. 300, BRENTWOOD, TENNESSEE 37027Treasurer: MARK W OHLENDORFAddress: 6737 W WASHINGTON ST., STE. 2300, MILWAUKEE, WI. 53214**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. JOHN P RIJOS, CO-PRESIDENT

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKDALE LIBERTY, 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 FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKDALE LIBERTY, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2006.

4098724 8300

070055043



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5361440

DATE: 01-17-07