

F93000003593

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

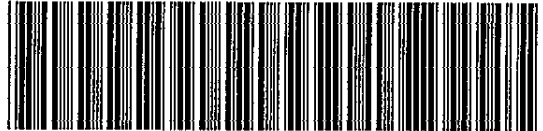
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 APR 15 AM 11:26

RECEIVED

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2003 APR 15 PM 4:39

FILED

N. C.

C. Coulliette APR 15 2003

CT CORPORATION SYSTEM

April 15, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5829557 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Marriott Senior Living Services, Inc. (DE)
Evidence of Amendment
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F93000003593

(Document number of corporation (if known))

1. Marriott Senior Living Services, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. 8/06/1993 (Date authorized to do business in Florida)

FILED
2003 APR 15 PM 4:39
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 9, 2003

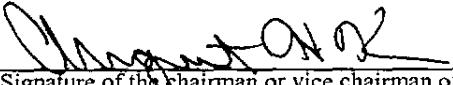
5. Sunrise Senior Living Services, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

No Change
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No Change
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Augustine H. Kim
(Typed or printed name)

April 10, 2003
(Date)

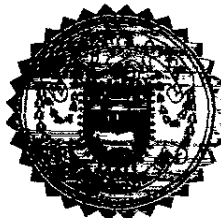
Secretary
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MARRIOTT SENIOR LIVING SERVICES, INC.", CHANGING ITS NAME FROM "MARRIOTT SENIOR LIVING SERVICES, INC." TO "SUNRISE SENIOR LIVING SERVICES, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D. 2003, AT 3:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2094666 8100

AUTHENTICATION: 2362001

030240891

DATE: 04-11-03

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
MARRIOTT SENIOR LIVING SERVICES, INC.

Marriott Senior Living Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the sole Director of said corporation, by the written consent of such sole Director, adopted the following resolutions:

RESOLVED, that, subject to the approval and adoption by the corporation's sole stockholder, the Restated Certificate of Incorporation of Marriott Senior Living Services, Inc. be amended by changing subsection (a) of the First Article thereof so that, as amended, said subsection of such Article shall be and read as follows:


1. (a) The present name of the corporation (hereinafter called the "corporation") is Sunrise Senior Living Services, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder of the corporation has executed a written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing this Amendment.

IN WITNESS WHEREOF, said Sunrise Senior Living Services, Inc. has caused this certificate to be signed by Augustine H. Kim, its Secretary, this 9th day of April, 2003.


Augustine H. Kim
Secretary