

CORPORATE
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9174
904 222 0390 FAX

CSO networks

MADE TO
P.O. BOX 5820
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 542222 49152A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : February 13, 1995

ORDER TIME : 10:09 AM

ORDER NO. : 542222

CUSTOMER NO: 49152A

CUSTOMER: Mr. Greg Smith
Co-operative Retirement

6075 Poplar Avenue, Suite 628
Memphis, TN 38119

FOREIGN FILINGS

NAME: CO-OPERATIVE RETIREMENT
SERVICES OF AMERICA, INC.

XX PROFIT
 NON-PROFIT

XXX CORPORATE
 LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

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DISPATCHED
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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:

RECEIVED
FEB 14 1993

SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. CO-OPERATIVE RETIREMENT SERVICES OF AMERICA, 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. Delaware

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

3. 62-1398438

(FEI number, if applicable)

4. 6/1/89

(Date of incorporation)

5. Perpetual

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

6. July 1, 1993

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 6075 Poplar Avenue, Suite 600

Memphis, Tennessee 38119

(Current mailing address)

8. Management, Marketing and Consulting for Retirement Communities

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 Hayes Street

Tallahassee

, Florida, 32301

(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.

Bruce R. Winn

(Registered agent's signature)

Bruce R. Winn, Vice President

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 addresses of officers and/or directors:

A. DIRECTORS See Addendum for Additional Directors

Chairman: Edgar Bailey

Address: 158 Madison Ave.
Memphis, Tennessee 38103

Vice Chairman: _____

Address: _____

Director: Earl Wade, President & CEO

Address: 6075 Poplar Ave. Suite 600
Memphis, Tennessee 38119

Director: Martin Satava Exec. V.P. & CAO

Address: 6075 Poplar Ave. Suite 600
Memphis, Tennessee 38119

B. OFFICERS

President: Earl Wade, President & CEO

Address: 6075 Poplar Ave. Suite 600
Memphis, Tennessee 38119

Vice President: Martin Satava, Exec. V.P. & CAO

Address: 6075 Poplar Ave. Suite 600
Memphis, Tennessee 38119

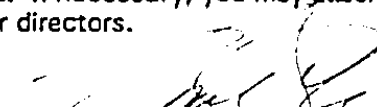
Secretary: _____

Address: _____

Treasurer: Bruce Cannon, Senior V.P. & CFO

Address: 6075 Poplar Ave. Suite 600
Memphis, Tennessee 38119

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Martin Satava, Executive Vice President & Chief Administrative Officer
(Typed or printed name and capacity of person signing application)

Addendum to Application by Foreign Corporation for Authorization
to Transact Business in Florida

Additional Directors

Name	Title	Address
R.H. Fidock	Director	90 King William Street Adelaide, South Australia 5000
B.F. Fitzpatrick	Director	90 King William Street Adelaide, South Australia 5000
R.W. Piper	Director	90 King William Street Adelaide, South Australia 5000

SECRET
DIVISION OF INVESTIGATION
95 FEB 14 PM 12:12

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT OPERATIVE EQUIPMENT SERVICES OF AMERICA, 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 THIRTEENTH DAY OF FEBRUARY, A.D. 1999.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

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DATE

02/13/99