

F 95 00000 5521

TO Qualification/Tax Lien Section
Division of Corporations

SUBJECT Circle B Enterprises, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam.

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Don C. Bedell
(Name of Person)
Circle B Enterprises, Inc.
(Firm/Company)
731 North Main St., P. O. Box 1210
(Address)
Sikeston, Missouri 63801
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Don C. Bedell at (314) 471-1276
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 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. Circle B Enterprises, 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. Missouri
(State or country under the law of which it is incorporated)
3. 43-1236566
(FEI number, if applicable)
4. 7/28/81
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 14, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Circle B Enterprises, Inc.
731 North Main St., Sikeston, MO. 63801
(Current mailing address)
8. See attached copy of Articles of Incorporation
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: C T Corporation System
Office Address: 1200 So. Pine Island Road
Plantation, 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.

SEE ATTACHED "ACCEPTANCE OF APPOINTMENT"

(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.

ACCEPTANCE OF APPOINTMENT

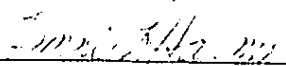
RE CIRCLE B ENTERPRISES, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: October 30, 1995

C T CORPORATION SYSTEM

By



Bonnie L. Harmon,
Assistant Secretary

12 Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

(SEE ATTACHED LISTING)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

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.

(SEE ATTACHED LISTING)

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

14. Don C. Bedell, President
(Typed or printed name and capacity of person signing application)

CIRCLE B ENTERPRISES, INC.

OFFICERS

President Don C. Bedell
118 W. North St.
Sikeston, MO. 63801

Vice Pres Donald Bradley Bedell
123 Greenbrier
Sikeston, MO. 63801

Secretary Judith A. Barnes
Route #1, Box 152
Charleston, MO. 63634

Treasurer Don C. Bedell
118 West North Street
Sikeston, MO. 63801

DIRECTORS

Don C. Bedell
118 W. North St.
Sikeston, MO. 63801

RECEIVED
JAN 15 1973
Sikeston, MO.

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

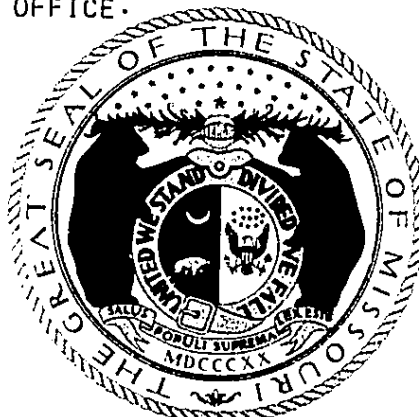
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OCT 13 1995

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE
AND IN MY CARE AND CUSTODY REVEAL THAT
CIRCLE "B" ENTERPRISES, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 28TH
DAY OF JULY, 1981, AND IS IN GOOD STANDING, HAVING FULLY
COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
23RD DAY OF OCTOBER, 1995.

Rebecca McDowell Cook
Secretary of State



ARTICLES OF INCORPORATION
OF
CIRCLE "B" ENTERPRISES, INC.

The following Articles of Incorporation are adopted by the undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri:

ARTICLE ONE

The name of the corporation is Circle "B" Enterprises, Inc.

ARTICLE TWO

The address, including street and number, of the corporation's initial registered office in this state is 611 Olive Street, Suite 1400, St. Louis, Missouri 63101 and the name of its initial registered agent at said address is John K. Pruellage.

ARTICLE THREE

The aggregate number, class, and par value of shares which the corporation has authority to issue is as follows: Thirty Thousand (30,000) shares of common stock, par value One Dollar (\$1.00) each.

ARTICLE FOUR

The name and place of residence of each incorporator as follows:

Larry L. Deskins
5071 Trailbend Drive
Florissant, Missouri 63033

ARTICLE FIVE

The number of Directors to constitute the Board of Directors is one (1).

ARTICLE SIX

The duration of the corporation is perpetual.

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ARTICLE SEVEN

The corporation is formed for the following purposes:

- (1) To own, operate and manage nursing home facilities, retirement villages and other retirement facilities.
- (2) To own real estate either within or without the State of Missouri.
- (3) To carry on any other lawful business.

The corporation shall have and may exercise all powers which are necessary or convenient to effect the foregoing purposes, and all powers which are now or may hereafter be conferred upon or permitted to corporations formed under The General and Business Corporation Law of Missouri.

ARTICLE EIGHT

The Board of Directors shall have power to adopt, repeal, or amend the By-Laws of the corporation and to adopt new or additional By-Laws, subject to the paramount right of the shareholders to limit or divest such power and to assume such power to the exclusion of the Board of Directors as the shareholders may determine.

ARTICLE NINE

The corporation shall indemnify all its directors and officers as permitted by The General and Business Corporation Law of Missouri, as amended.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 24th day of July, 1981.



Larry J. Daskins, Incorporator

STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

I, MARILYN DAMKE, a notary public, do hereby
certify that on the 27th day of July, 1981, before me
personally appeared Larry L. Deskins, and who being by me
first duly sworn, declared that he is the person who signed
the foregoing document as incorporator, and that the statements
therein contained are true.

My commission expires: 5/14/81

MARILYN DAMKE
NOTARY PUBLIC STATE OF MISSOURI
CITY OF ST. LOUIS
COMMISSION EXPIRES 5/14/81

Marilyn Damke
Notary Public

(SEAL)

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

1981

[Signature]
CLERK OF THE SECRETARY OF STATE