

Document Number Only

F95000006327

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

200001674172
-12/29/95--01051--003
*****70.00 *****70.00

8/2-29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 PM 1:35

Complex of Miami Shores, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS/ G/S

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☐ After 4:30

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CR2E031 (1-89)

**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. CareFlex of Miami Shores, 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. Applied For

(FEI number, if applicable)

4. December 1, 1995

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))

7. 197 First Avenue, Needham, Massachusetts 02194

(Current mailing address)

8. See attached purpose clause

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

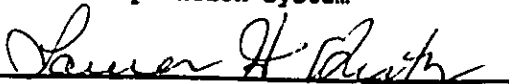
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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

Chairman: Andrew D. Gosman

Address: 197 First Avenue

Needham, Massachusetts 02194

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
CarePlex of Miami Shores, Inc.**

To engage in the management, ownership and development of sub-acute assisted living and other health care related facilities, and to engage in any other activity allowed by a corporation qualified to do business in the State of Florida

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
CarePlex of Miami Shores, Inc.**

1. Richard S. Mann, President
197 First Avenue
Needham, Massachusetts 02194
2. Andrew D. Gosman, Chief Operating Officer and Treasurer
197 First Avenue
Needham, Massachusetts 02194
3. Michael M. Gosman, Ececutive Vice President
197 First Avenue
Needham, Massachusetts 02194
4. Joel A. Kanter, Executive Vice President
197 First Avenue
Needham, Massachusetts 02194
5. James M. Clary, III, Executive Vice President and Secretary
197 First Avenue
Needham, Massachusetts 02194
6. Craig J. Wilkos, Senior Vice President
197 First Avenue
Needham, Massachusetts 02194
7. Michael J. Zaccaro, Senior Vice President
197 First Avenue
Needham, Massachusetts 02194
8. Timothy J. Coburn, Senior Vice President
197 First Avenue
Needham, Massachusetts 02194
9. Jonathan R. Banton, Senior Vice President
197 First Avenue
Needham, Massachusetts 02194
10. Kevin J. Maley, Senior Vice President
197 First Avenue
Needham, Massachusetts 02194
11. Edward F. Lange, Jr., Senior Vice President
197 First Avenue
Needham, Massachusetts 02194
12. Elizabeth Murphy, Senior Vice President
197 First Avenue
Needham, Massachusetts 02194

Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)

13. Michael J. Bohnen, Assistant Secretary
Nutter, McClennen & Fish, One International Place
Boston, Massachusetts 02110-2699

Treasurer: _____

Address: _____

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. _____

Michael J. Bohnen Assistant Secretary

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

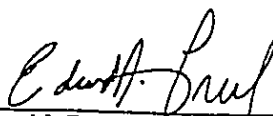
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAREPLEX OF MIAMI SHORES, 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 TWENTY-FIRST DAY OF DECEMBER, A.D. 1995.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 PM 1:35




Edward J. Freel, Secretary of State

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AUTHENTICATION:

7762987

DATE:

12-21-95