

F96000000268

906 Olive Street
St. Louis, MO 63101
Tel 314 231 0380
Fax 314 231 6454

January 10, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **BEVERLY ASSISTED LIVING, INC.**
(Delaware Domestic)
Order #: 384205

100001689821
-01/16/96--01045--014
*****70.00 *****70.00

Counsel: Mona Moudy
Beverly Enterprises, Inc.
Mona Moudy
5111 Rogers Ave., Suite 40-A
Fort Smith, AR 72919-1000

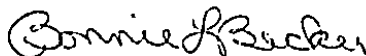
Gentlemen:

As requested by counsel, we enclose for filing Application By Foreign Corporation for Authorization Transact Business on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Very truly yours,



Bonnie L. Becker
Technical Specialist

Enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 16 AM 8:37
H 417

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Beverly Assisted Living, 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. 71-0777901

(FEI number, if applicable)

4. July 26, 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 617.156, F.S.))

7. 5111 Rogers Avenue, Suite 40-A, Fort Smith, Arkansas 72919-0155

(Current mailing address)

8. The purpose of this corporation is to engage in any lawful act or activity for which
a corporation may engage under the law of this jurisdiction.

(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)

Jonathan L. Miles, Assistant Secretary

(Type Name and Title of Officer)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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.

13. _____

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

14. John W. MacKenzie, Vice President

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

BEVERLY ASSISTED LIVING, INC.

Officers:

David R. Banks	Chairman of the Board
Boyd W. Hendrickson	Vice Chairman of the Board
Patricia A. Hall	President and Chief Executive Officer
Robert W. Pommerville	Executive Vice President, General Counsel and Secretary
Bobby W. Stephens	Executive Vice President
Eugene B. Clarke	Senior Vice President - Quality Management
Donald L. Dotson	Senior Vice President - Labor and Employment
Schuyler Hollingsworth, Jr.	Senior Vice President and Treasurer
Scott M. Tabakin	Senior Vice President
Mark Wortley	Senior Vice President
Carolyn S. Burns	Vice President - Operations
Scott Edwards	Vice President - Operations
Kelly J. Gill	Vice President - Operations
Neil Gulsvig	Vice President - Communications
Jerry K. Halley	Vice President - Operations
Clare L. Hendrick	Vice President - Nursing
Jeff Hutton	Vice President - Reimbursement and Assistant Secretary
Claude E. Lee	Vice President - Operations
Frederic A. Maas	Vice President - Tax and Assistant Secretary
John W. MacKenzie	Vice President, Deputy General Counsel and Assistant Secretary
James R. Pietrzak	Vice President-Property Management and Development
James T. Williams	Vice President - Operations
John E. Williams	Vice President - Financial Planning and Controls
Belinda Marcotte	Assistant Secretary
Christine Murray	Assistant Secretary
Holly A. Odom	Assistant Secretary

Directors:

David R. Banks
Bobby W. Stephens
Robert W. Pommerville
Boyd W. Hendrickson
William A. Mathies

Addresses for the above:
5111 Rogers Ave., Suite 40-A
Fort Smith, AR 72919-1000

November 1, 1995

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEVERLY ASSISTED LIVING, 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 FIFTH DAY OF OCTOBER, 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
96 JAN 16 AM 8:37




Edward J. Freel, Secretary of State

2527954 8300

950228883

AUTHENTICATION:

7665477

DATE:

10-05-95



THE UNITED STATES
CORPORATION
COMPANY

F96000000268

ACCOUNT NO. : 072100000032

REFERENCE : 246376 4350891

AUTHORIZATION :

Patricia P. Pitts

COST LIMIT : \$ 35.00

FILED
97 FEB 24 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 3, 1997

ORDER TIME : 9:08 AM

ORDER NO. : 246376-030

CUSTOMER NO: 4350891

900002084999--7

CUSTOMER: Robert Pommerville, Esq
Beverly Enterprises, Inc.
5111 Rogers Avenue
Ste 40-a
Fort Smith, AR 72919

CHANGE OF AGENT

NAME: BEVERLY ASSISTED LIVING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

97 FEB 24 AM 9:55
CSC COMPANY

RA Change
2/24/97
De

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
DELAWARE submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
BEVERLY ASSISTED LIVING, INC.

1b. Date of Incorporation: 1/16/96 Document number F96000000268

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE PLANTATION FL 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Holly A. Odom
SIGNATURE

2/19/97

DATE

HOLLY A. ODOM
ASST SECRETARY

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY

DEBBIE SKIPPER

SIGNATURE BY: Debbie Skipper

ASST VICE PRESIDENT

DATE

1/24/97

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97 FEB 24 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA