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TALLAHASSEE, FL 32301-3607

800-344-8086

904-222-0171

904-222-0171

F96000003183

CSC networks
PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 996067 4380061

AUTHORIZATION

COST LIMIT

\$ 122.50

Patricia Piguet

ORDER DATE : June 21, 1996

ORDER TIME : 9:31 AM

ORDER NO. : 996067

700001873367

CUSTOMER NO: 4380061

CUSTOMER: Ms. Joan R. McGlockton-52.862
Marriott International, Inc.
10400 Fernwood Road

Bethesda, MD 20817

FOREIGN FILINGS

NAME: MSLS INVESTMENTS 13, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

FILED
96 JUN 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/24
RECEIVED
96 JUN 24 AM 10:11
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. MSLS INVESTMENTS 13, 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 3. ON ORDER
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6.20.96 5. PERPETUAL
(Date of incorporation) (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 617.165, F.S.)
7. DEPT. 52.924.13, 10400 FERNWOOD ROAD, BETHESDA, MD 20817

(Current mailing address)

8. SENIOR LIVING SERVICES

(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: The Prentice-Hall Corporation
System, Inc.

Office Address: 1201 Hays Street, Suite 105

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.

The Prentice-Hall Corporation System, Inc.

By: Gloria M. Barry, Asst. Secy.

(Registered agent's signature)

(GLORIA M. BARRY, ASST. SECY.)

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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

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

14. JEFF B. STANT, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

MSLS INVESTMENTS 13, INC.

OFFICERS:

President:

Paul E. Johnson, Jr.
8001 Hackamore Drive
Potomac, MD 20854
SS: 150-38-5238

Vice President:

Edward L. Bednarz
4003 Isbell Street
Silver Spring, MD 20906
SS: 140-34-2017

Secretary:

Joan Rector McGlockton
1409 Squaw Hill Lane
Silver Spring, MD
SS: 579-84-8309

Assistant Secretary:

Jeff B. Stant
717 N. Oakland Street
Arlington, VA 22203
SS: 227-56-4274

Nancy L. Benz
9132 Willowgate Lane
Potomac, MD 20854
SS: 577-66-6945

Treasurer:

Terrence P. Morrow
11593 Lake Newport Road
Reston, Virginia 22090
SS: 228-64-9294

DIRECTORS:

William J. Shaw
21 Bridle Court
Potomac, MD 20854
SS: 226-62-8623

Terrence P. Morrow - Address Above
Paul E. Johnson, Jr. - Address Above

BUSINESS ADDRESS:

10400 Fernwood Road
Bethesda, MD 20817

STATE OF INCORPORATION:

Delaware - August 24, 1995
FEDERAL ID. NO.: ON ORDER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 20, 1996

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MSLS INVESTMENTS 13, 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 TWENTIETH DAY OF JUNE, A.D. 1996.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2636318 8300

960181278

AUTHENTICATION:

DATE:

7995999

06-20-96