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ACCOUNT NO. : 072100000032

REFERENCE : 063676 87623A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 23, 1996

ORDER TIME : 11:09 AM

ORDER NO. : 063676

CUSTOMER NO: 87623A

CUSTOMER: Terence P. McCarthy, Esq
McCarthy Summers Bobko McKey &
Suite 2-a
2081 E. Ocean Boulevard
Stuart, FL 34996

1296-17785

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08/23/96-01050-000
*****0.00 *****0.00

FOREIGN FILINGS

NAME: STERLING HOUSE CORPORATION
(FORMERLY KNOWN AS STERLING
HOLDINGS, INC.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 23 PM 12: 28
8/27

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

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96 AUG 23 PM 12: 15
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 23, 1996

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: STERLING HOUSE CORPORATION
Ref. Number: W96000017785

We have received your document for STERLING HOUSE CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 896A00040155

RESUBMIT

Please give original
submission date as file date.

RECEIVED
96 AUG 27 AM 11:39
DIVISION OF CORPORATIONS

**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. Sterling House Corporation
(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. Kansas 3. 48-1097141
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/15/91 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 817.155, F.S.))
7. 453 South Webb Road, Suite 500
Wichita, Kansas 67207
(Current mailing address)
8. Ownership, leasing, operation and sale of assisted living facilities and other legal activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301-2607
(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.

By: Alexander B. Pozar
(Registered agent's signature)

Alexander B. Pozar, as its agent

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.

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: Steve L. Vick
Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Vice Chairman: Timothy J. Buchanan
Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Director: R. Gail Knott
Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Director: _____
Address: _____

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B. OFFICERS

President: Steven L. Vick
Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Vice President: Timothy J. Buchanan
Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Secretary: R. Gail Knott
Address: 453 South Webb Road, Suite 500
Wichita, Kansas 67207

Treasurer: None

Address: _____

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

13. *R. Gail Knott*

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

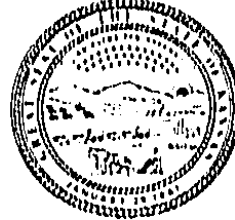
14. R. Gail Knott, Secretary

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

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DIVISION OF CORPORATIONS
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STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

STERLING HOUSE CORPORATION

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 15th day of April, A.D. 1991 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
7th day of August, A.D. 1996



RON THORNBURGH
SECRETARY OF STATE