



THE UNITED STATES
CORPORATION
COMPANY

F97000006347

ACCOUNT NO. : 072100000032

REFERENCE : 617699 5020685

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 70.00

ORDER DATE : December 1, 1997

ORDER TIME : 11:01 AM

ORDER NO. : 617699-005

500002361215--8

CUSTOMER NO: 5020685

CUSTOMER: Ms. Mary Parneck
Sun Healthcare Group
101 Sun Lane, N.e.

Albuquerque, NM 87109

FOREIGN FILINGS

NAME: SUNBRIDGE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12/2

**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. SunBridge, 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. New Mexico
(State or country under the law of which it is incorporated)
3. 85-0436352
(FEI number, if applicable)
4. October 3, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 101 Sun Lane, N.E., Albuquerque, NM 87109
(Current mailing address)
8. To develop and operate assisted living facilities.
(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: Corporation Service Company

Office Address: 1201 Hayes Street

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.


(Registered agent's signature)
Kurt Plender, As 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.

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

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

Chairman: SEE ATTACHED EXHIBIT A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED EXHIBIT A

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

14. Michael T. Berg, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

SunBridge, Inc. Directors & Officers Listing

Jerry Meyer
101 Sun Lane N.E.
Albuquerque, NM 87109

President & CEO

Mark G. Wimer
101 Sun Lane N.E.
Albuquerque, NM 87109

Chairman of the Board & Senior Vice
President

Robert D. Woltil
101 Sun Lane N.E.
Albuquerque, NM 87109

Senior Vice President & CFO

Warren H. McInteer
101 Sun Lane N.E.
Albuquerque, NM 87109

Vice President & Treasurer

D. Craig Hayes
101 Sun Lane N.E.
Albuquerque, NM 87109

Assistant Treasurer

Andrew L. Turner
101 Sun Lane N.E.
Albuquerque, NM 87109

Vice President

William C. Warrick
101 Sun Lane N.E.
Albuquerque, NM 87109

Vice President & Controller

Nikki J. Mann
101 Sun Lane N.E.
Albuquerque, NM 87109

Secretary

Michael T. Berg
101 Sun Lane N.E.
Albuquerque, NM 87109

Assistant Secretary

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STATE OF NEW MEXICO



OFFICE OF

THE STATE CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING AND COMPLIANCE

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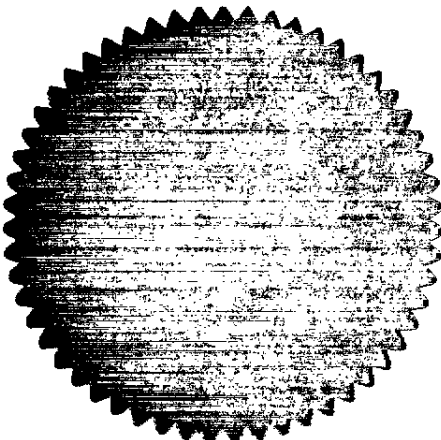
IT IS HEREBY CERTIFIED that:
SUNBRIDGE, INC.

1753318
a corporation organized under the laws of
NEW MEXICO
is duly authorized to transact business in New Mexico, as
a Domestic Profit corporation, under the
BUSINESS CORPORATION ACT
(53-11-1 to 53-18-12 NMSA 1978)
having filed its Articles of Incorporation OCTOBER 3, 1995
and Certificate of Incorporation issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the State
Corporation Commission, which have been assessed against the
aforesaid corporation, have been paid to date and aforesaid
corporation is in corporate good standing and duly authorized
to transact business as its corporate existence has not been
revoked in New Mexico. This Certificate is not to be construed
as an endorsement, recommendation or notice of approval of the
corporation's financial condition or business activities and
practices. This Certificate of Good Standing and Compliance
expires MARCH 15, 1999

Dated: NOVEMBER 24, 1997

In Testimony Whereof, the State Corporation
Commission of the State of New Mexico has
caused this certificate to be signed by its
Chairman and the Seal of said Commission to be
affixed at the City of Santa Fe



Eric P. Serra

Chairman

[Signature]

Director