

F970000006838



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 646001 4380061

AUTHORIZATION

Patricia P. Pitt

COST LIMIT : \$ 70.00

ORDER DATE : December 22, 1997

ORDER TIME : 10:14 AM

600002381816--8

ORDER NO. : 646001-010

CUSTOMER NO: 4380061

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

Bethesda, MD 20817

RECEIVED
97 DEC 24 AM 10:50
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: MARRIOTT CONTINUING CARE, 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: Daniel W Leggett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ymh
12/24

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. MARRIOTT CONTINUING CARE, 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. 12/18/97 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. DEPT. 924.13, 10400 FERNWOOD ROAD,
BETHESDA, MD 20817
(Current mailing address)

8. TO OPERATE SENIOR LIVING COMMUNITIES
(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:
The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 110 North Magnolia 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.

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

Chairman: SEE ATTACHED SHEET

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED SHEET

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.

JEFF B. STANT, ASSISTANT SECRETARY

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

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12/20/1997

**Marriott International, Inc.
Corporate Subsidiaries
Officer Listing**

Page Number : 1

Corporation : ZPZP - Marriott Continuing Care, Inc.

<u>Position</u>	<u>Name</u>
Assistant Secretary(ies):	Carol Bruff
Assistant Secretary(ies):	Edward L. Bednarz
Assistant Secretary(ies):	G. Cope Stewart III
Assistant Secretary(ies):	Jeff B. Stant
Assistant Secretary(ies):	Kevin E. Montano
Assistant Secretary(ies):	M. Lester Pulse Jr.
Assistant Secretary(ies):	Maritza Cordero
Assistant Secretary(ies):	Michael E. Dearing
Assistant Secretary(ies):	Michael J. Stein
Assistant Secretary(ies):	Nancy L. Benz
Assistant Secretary(ies):	Ward R. Cooper
Assistant Treasurer(s):	Carolyn B. Handlon
Director(s):	Paul E. Johnson Jr
Director(s):	Terrence P. Morrow
Director(s):	William J. Shaw
Secretary:	Joan Rector McGlockton
Treasurer:	Terrence P. Morrow
Vice President(s):	Carol I. Clarke
Vice President(s):	Dennis L. Parnell
Vice President(s):	Edward L. Bednarz
Vice President(s):	Joseph Ryan
Vice President(s):	M. Lester Pulse Jr.
Vice President(s):	Michael J. Giacobelli Jr.
Vice President(s):	Philip J. Downey
Vice President(s):	Terrence P. Morrow
Vice President(s):	William J. Shaw

NOTE: THE BUSINESS ADDRESS FOR ALL OFFICERS & DIRECTORS:

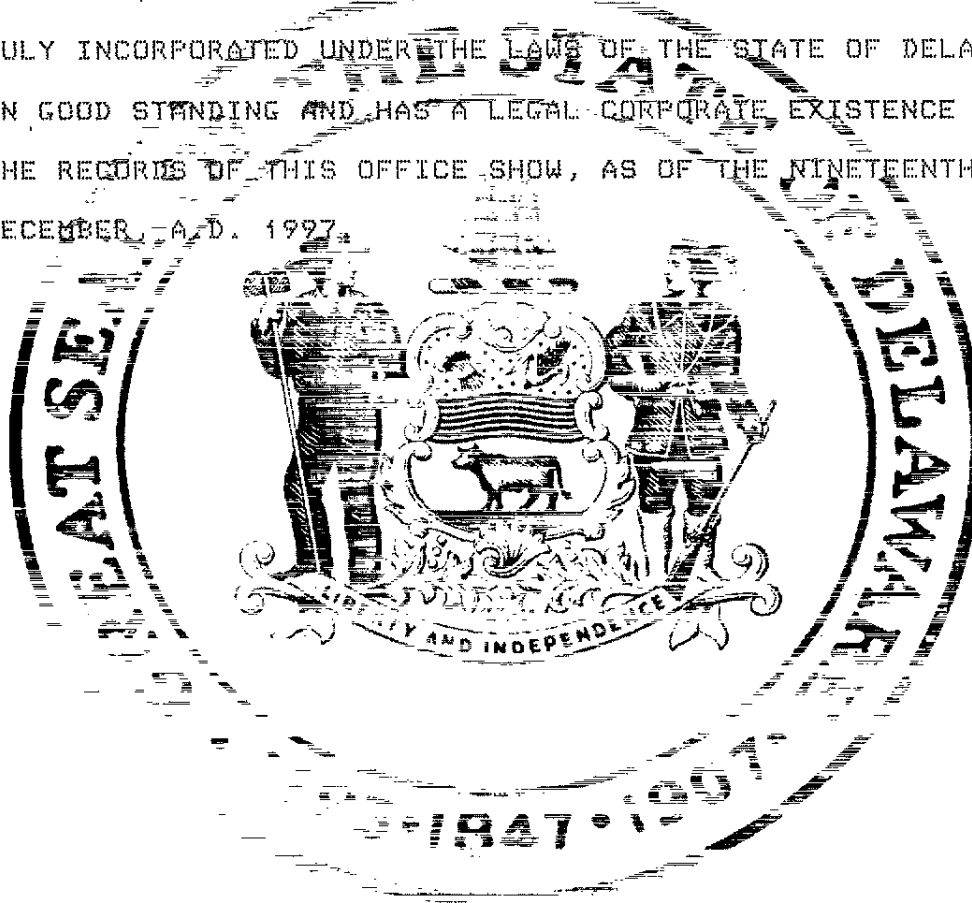
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Bethesda, Md 20817

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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 "MARRIOTT CONTINUING CARE, 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 NINETEENTH DAY OF DECEMBER, A.D. 1997.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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12-19-97