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ACCOUNT NO. : 072100000032

REFERENCE : 676391 5025229

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : January 21, 1998

ORDER TIME : 3:15 PM

ORDER NO. : 676391-005

CUSTOMER NO: 5025229

CUSTOMER: Ms. Shirley E. Downing
Ltc Properties, Inc.
300 Esplanade Drive
Ste. 1865
Oxnard, CA 93030

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RECEIVED
98 JAN 30 PM 4:22
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: FLORIDA-LTC, 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: Brenda Phillips

FILED
98 JAN 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H2/2

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. Florida-LTC, 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. Nevada
(State or country under the law of which it is incorporated)
3. 71-0720518
(FEI number, if applicable)
4. January 6, 1998
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 2, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 300 Esplanade Drive, Suite 1860
Oxnard, CA 93030
(Current mailing address)
8. Own and lease long term care facilities in Florida
(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 Hays 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.

Corporation Service Company
By: [Signature]
(Registered agent's signature)

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: (Street address ONLY- P.O. Box NOT acceptable)

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

Chairman: Andre C. Dimitriadis Chairman of the Board and Chief Executive Officer

Address: 300 Esplanade Drive, Suite 1860

Oxnard, CA 93030

Vice Chairman:

Address:

Director: James J. Pieczynski

Address: 300 Esplanade Drive, Suite 1860

Oxnard, CA 93030

Director: Pamela J. Privett

Address: 300 Esplanade Drive, Suite 1860

Oxnard, CA 93030

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

President: James J. Pieczynski, President, Chief Financial Officer and Treasurer

Address: 300 Esplanade Drive, Suite 1860

Oxnard, CA 93030

Vice President: Christopher T. Ishikawa, Senior Vice President, Chief Investment Officer and Assistant Secretary

Address: 300 Esplanade Drive, Suite 1860

Oxnard, CA 93030

Secretary: Pamela J. Privett, Senior Vice President, General Counsel and Secretary

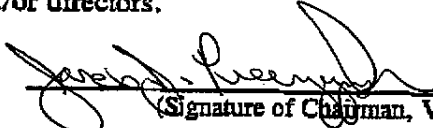
Address: 300 Esplanade Drive, Suite 1860

Oxnard, CA 93030

Treasurer:

Address:

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

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

14. James J. Pieczynski, President

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

Florida-LTC, Inc.

**Supplementary List of
Officers and Directors**

DIRECTORS

Christopher T. Ishikawa
300 Esplanade Drive, Suite 1860
Oxnard, CA 93030

John J. Marzullo, Independent
844 18th Street, #8
Santa Monica, CA 90403

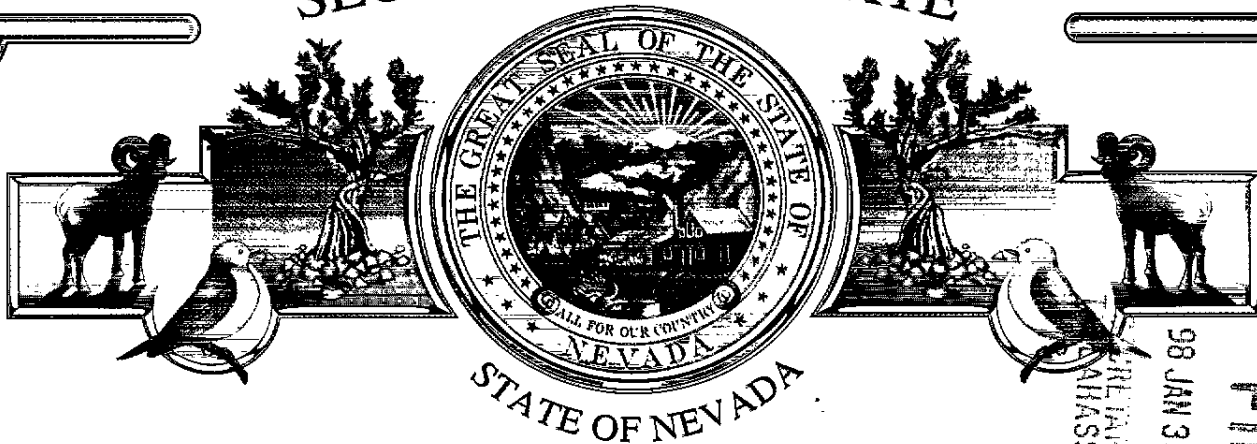
OFFICERS

Andre C. Dimitriadis, Chief Executive Officer
300 Esplanade Drive, Suite 1860
Oxnard, CA 93030

Raad K. Shawaf, Assistant Secretary
300 Esplanade Drive, Suite 1860
Oxnard, CA 93030

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
98 JAN 30 AM 9:33
SECRETARY OF STATE
TAMMASEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FLORIDA-LTC, INC.** as a Corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 6, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on January 20, 1998.



Dean Heller
Secretary of State
By *Deanne Mayne*
Certification Clerk