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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

100002707481--3

-12/09/98--01073--022

*****70.00 *****70.00

ALS - Women Heard, Inc.

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TALLAHASSEE, FLORIDA

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JEFFREY D. BUTTERFIELD

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. ALS-WovenHearts, 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

(State or country under the law of which it is incorporated)

3. 39-1848562

(FEI number, if applicable)

4. February 27, 1996

(Date of incorporation)

5. Perpetual

(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 817.156, F.S.))

7. 450 N. Sunnyslope Road, Suite 300, Brookfield, Wisconsin 53005

(Current mailing address)

8. To operate and/or develop 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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Donnie Bryan
(Registered agent's signature) (Officer)

DONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached list of officers

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. Thomas E. Komula, Vice President _____
(Typed or printed name and capacity of person signing application)

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**OFFICERS & DIRECTORS OF
ALS-WOVENHEARTS, INC.**

William F. Lasky
Business Address:
450 N. Sunnyslope Drive, Suite 300
Brookfield, WI 53005

**Director
Chief Executive Officer**

Timothy J. Buchanan
Business Address:
450 N. Sunnyslope Drive, Suite 300
Brookfield, WI 53003

**Director
President**

Steven L. Vicky
Business Address:
450 N. Sunnyslope Drive, Suite 300
Brookfield, WI 53003

**Director
Chief Operating Officer**

Thomas E. Komula
Business Address:
450 N. Sunnyslope Drive, Suite 300
Brookfield, WI 53005

**Director
Vice President, Secretary, Treasurer**

Mark W. Ohlendorf
Business Address:
450 N. Sunnyslope Drive, Suite 300
Brookfield, WI 53003

**Director
Vice President, Assistant Secretary**

David M. Boitano
Business Address:
1142 Broadway Plaza, Suite 300
Tacoma, WA 98402

Vice President, Assistant Secretary

John D. Peterson
Business Address:
450 N. Sunnyslope Drive, Suite 300
Brookfield, WI 53003

Vice President, Assistant Secretary

D. Lee Field
Business Address:
1142 Broadway Plaza, Suite 300
Tacoma, WA 98402

Vice President

Michael Frey
Business Address:
450 N. Sunnyslope Drive, Suite 300
Brookfield, WI 53003

Vice President

Douglas G. Rupe
Business Address:
453 South Webb Road, Suite 500
Wichita, KS 67207

Vice President

Eric C. Welsh
Business Address:
450 N. Sunnyslope Drive, Suite 300
Brookfield, WI 53003

Vice President

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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 "ALS-WOVENHEARTS, 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 SEVENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9442434

12-07-98