



THE UNITED STATES  
CORPORATION  
COMPANY

F99000000/409

ACCOUNT NO. : 072100000032

REFERENCE : 166729 4352702

AUTHORIZATION

Patricia Piguet

COST LIMIT : \$ 78.75 FILE FIRST

ORDER DATE : March 15, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 166729-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis

Williams Parker Harrison Dietz  
200 South Orange Avenue

800002806478--2

Sarasota, FL 34236

~~0399-6209~~

FOREIGN FILINGS

NAME: HERITAGE HEALTHCARE OF  
AMERICA II, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
99 MAR 15 PM 2:10

03/15

RECEIVED  
99 MAR 15 PM 12:52  
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 617.1503, Florida Statutes, the following is submitted to register a Foreign Corporation to transact business in the state of Florida:

1. Name. The name of the Corporation is (the word "Incorporated", "Company" or "Corporation", etc. must appear to indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

HERITAGE HEALTHCARE OF AMERICA II, INC.

2. State of Incorporation. The state or country under the law of which the Corporation is incorporated is

California

3. Date of Incorporation. The date of incorporation of the Corporation is

August 31, 1995

4. Duration. The existence of the Corporation shall be perpetual.

5. Federal Employer Identification Number. (if applicable)

95-4539239

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6. Date First Transacted Business in Florida. (See Sections 607.1501, 607.1502, and 817.155, F.S.)

Upon Filing by the Florida Department of State

7. Mailing Address. The mailing address of the Corporation is

Heritage Healthcare of America, Inc.  
16133 Ventura Boulevard  
#965  
Encino, California 91436-2430

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8. Nature of Business. (Brief description of the nature of business in which it is engaged in the State of Florida.)

The corporation is a nonprofit public benefit corporation and is not organized for the gain of any private person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

The specific and primary purpose for which this corporation is formed is to develop and operate nursing facilities, senior housing, sub-acute care facilities, assisted living facilities, alzheimer assisted living facilities, and housing for the elderly.

9. Officers. The officers of the Corporation, and their addresses, are as follows:

President: Jerold V. Goldstein  
Heritage Healthcare of America, Inc.  
16133 Ventura Boulevard  
#965  
Encino, California 91436

Secretary: Virgil Lim  
Heritage Healthcare of America, Inc.  
16133 Ventura Boulevard  
#965  
Encino, California 91436

Chief Financial Officer: Stephen Goodman  
Heritage Healthcare of America, Inc.  
16133 Ventura Boulevard  
#965  
Encino, California 91436

10. Board of Directors. The directors of the Corporation, and their addresses, are as follows:

Chairman: Herb Saltzman  
Heritage Healthcare of America, Inc.  
16133 Ventura Boulevard  
#965  
Encino, California 91436

Member: Evan Greenspan  
Heritage Healthcare of America, Inc.  
16133 Ventura Boulevard  
#965  
Encino, California 91436

Member: Cary Medill  
Heritage Healthcare of America, Inc.  
16133 Ventura Boulevard  
#965  
Encino, California 91436

Member: Don King  
Heritage Healthcare of America, Inc.  
16133 Ventura Boulevard  
#965  
Encino, California 91436

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11. Florida Registered Agent and Office. The name of the registered agent and the address of the registered office of the Corporation is

James L. Turner, Esq.  
200 South Orange Avenue  
Sarasota, Florida 34236

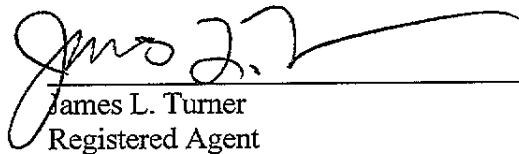
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

12. 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.

Dated this 11<sup>th</sup> day of March, 1999.

*see attached*

\_\_\_\_\_  
Jerold V. Goldstein  
President

  
\_\_\_\_\_  
James L. Turner  
Registered Agent

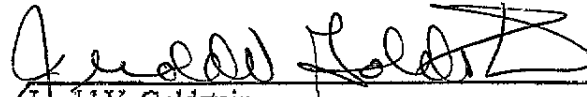
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LAF-348018

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

12. 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.

Dated this 11<sup>th</sup> day of March, 1999.

  
\_\_\_\_\_  
Jerold V. Goldstein  
President

*See attached*  
\_\_\_\_\_  
James L. Turner  
Registered Agent

LAF-348018

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# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

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DIVISION OF CORPORATIONS  
99 MAR 15 PM 2:10

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 31st day of August, 19 95,

HERITAGE HEALTHCARE OF AMERICA II, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

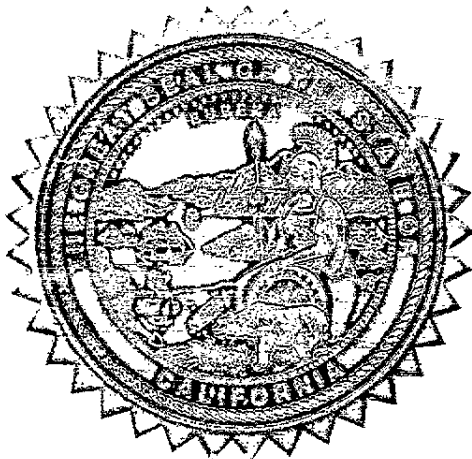
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal of  
the State of California this day of

March 5, 1999



*Bill Jones*

Secretary of State