

Document Number Only

F990000001914

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

200002837772--7

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

CareMatrix of Jensen Beach, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | | |
| <input checked="" type="checkbox"/> Walk In | | |
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

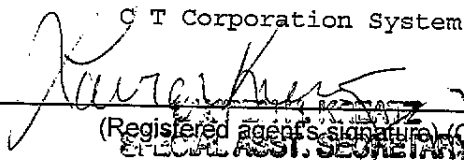
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. CareMatrix of Jensen Beach, 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. 04-3461268
(FEI number, if applicable)
4. March 26, 1999
(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. 197 First Avenue, Needham, Massachusetts 02494
(Current mailing address)
8. See attached purpose clause
(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)

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


(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Andrew D. Gosman

Address: 197 First Avenue
Needham, Massachusetts 02494

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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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. David B. Currie, Vice President

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
CareMatrix of Jensen Beach, Inc.**

To engage in the development, the operation and/or the management of assisted/independent living facilities, as well as any other act or activity for which corporations may be organized.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
CareMatrix of Jensen Beach, Inc.**

1. Robert M. Kaufman, Chief Executive Officer/Treasurer
197 First Avenue
Needham, Massachusetts 02494
2. Andrew D. Gosman, President
197 First Avenue
Needham, Massachusetts 02494
3. Michael M. Gosman, Executive Vice President
197 First Avenue
Needham, Massachusetts 02494
4. Michael J. Zaccaro, Executive Vice President
197 First Avenue
Needham, Massachusetts 02494
5. Marc H. Benson, Chief Operating Officer
197 First Avenue
Needham, Massachusetts 02494
6. Harold E. Nash III, Executive Vice President
197 First Avenue
Needham, Massachusetts 02494
7. Jeffrey P. Neterval, Vice President and Secretary
197 First Avenue
Needham, Massachusetts 02494
8. Michael J. Bohnen, Assistant Secretary
197 First Avenue
Needham, Massachusetts 02494
9. Paul Zaylor, Vice President
197 First Avenue
Needham, Massachusetts 02494
10. David B. Currie, Vice President/Assistant Secretary
197 First Avenue
Needham, Massachusetts 02494

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "CAREMATRIX OF JENSEN BEACH, 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 NINTH DAY OF
APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9678841

04-09-99