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ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCH000000005

REFERENCE:
(Sub Account) _____

DATE: 5-3

REQUESTOR NAME: LEXIS

ADDRESS: _____

TELEPHONE: (____) (____) ext (____)

CONTACT NAME: _____

CORPORATION NAME: LTC Senior Care, Inc.

DOCUMENT NUMBER:
(if applicable) _____

AUTHORIZATION: C. Woodyard

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAY -3 AM 11:37

WL 5/3
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- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

RECEIVED
99 MAY -3 PM 10:51

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LTC Senior Care, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kelley Wibley
(Name of Person)

Lexie Document Services
(Firm/Company)

611 West 6th Street, Suite 1900
(Address)

Los Angeles, CA 90017
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Kelley Wibley at (213) 891-6557
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. LTC Senior 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. Nevada 3. 77-0511491
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4-14-99 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
 (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. Health Care Facilities
 (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

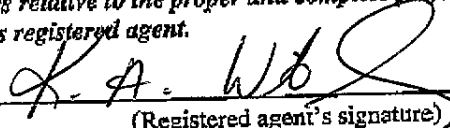
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Lexis Document Services Inc.
 Office Address: 3953 WW Kelley Road
Tallahassee, Florida, 32311
 (Zip code)

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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.


 (Registered agent's signature) K. A. Wibley

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: See Attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Raad K. Shawaf*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RAAD K. SHAWAF / SECRETARY
(Typed or printed name and capacity of person signing application)

LTC Senior Care, Inc.

Officers

Andre C. Dimitriadis	Chief Executive Officer/Chairman of the Board	300 Esplanade Drive Suite 1860 Oxnard, CA 93030
James J. Pieczynski	President/Treasurer/CFO	300 Esplanade Drive Suite 1860 Oxnard, CA 93030
Raad Shawaf	Secretary	300 Esplanade Drive Suite 1860 Oxnard, CA 93030
Christopher T. Ishikawa	Sr. Vice President/Chief Investment Officer	300 Esplanade Drive Suite 1860 Oxnard, CA 93030

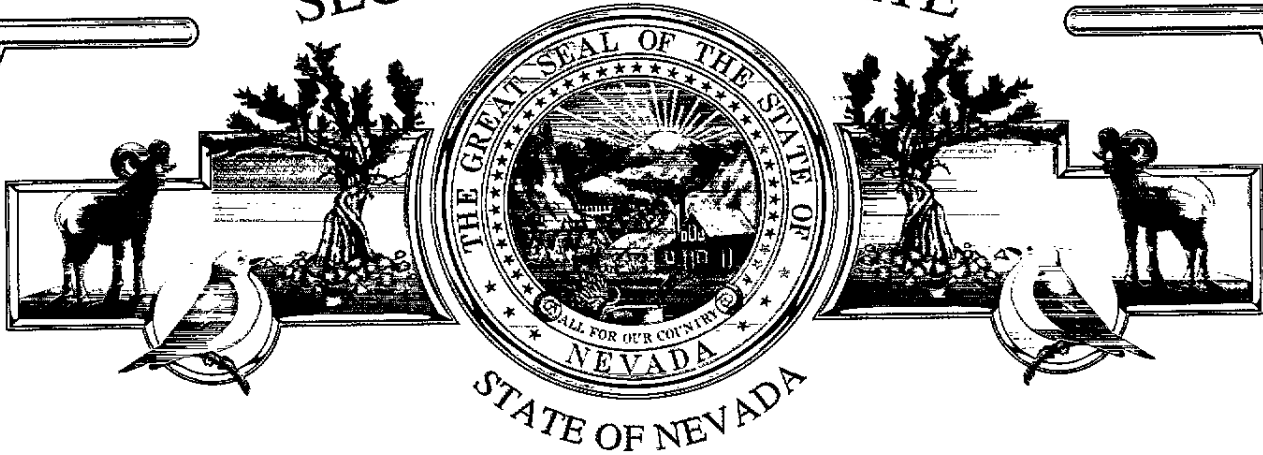
Directors

Andre C. Dimitriadis	300 Esplanade Drive Suite 1860 Oxnard, CA 93030
James J. Pieczynski	300 Esplanade Drive Suite 1860 Oxnard, CA 93030
Christopher T. Ishikawa	300 Esplanade Drive Suite 1860 Oxnard, CA 93030

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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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, **LTC SENIOR CARE, 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 April 14, 1999, 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 April 22, 1999.

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SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE
LAS VEGAS, NEVADA

Dean Heller

Secretary of State

By *Belaire Mayne*
Certification Clerk

