

F99000003361

Document Number Only

SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
FILED OF STATIONS
99 JUN 29 PM 2:05

CT Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

300002918423--8
-06/29/99--01033--022
*****70.00 *****70.00

CORPORATION(S) NAME

P.T.A. GENERAL CORPORATION

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- LLC
- Limited Partnership
- Reinstatement
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Mark
- Other ucc Filing
- Change of R.A.
- Fic. Name
- Certified Copy
- Photo Copies
- CUS
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copies
File Stamped To:

Jeffrey Butterfield

6/29

SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
FILED OF STATIONS
99 JUN 29 PM 2:07
RECEIVED

JUN 29 1999

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. Pita General Corporation
(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. Illinois 3. 36-4301275
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 18, 1999 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. anticipated to begin June 30, 1999 or later
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 127 Public Square, Second Floor,
Cleveland, Ohio 44114
(Current mailing address)
8. See Exhibit A attached hereto
(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 acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 PM 2:05

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.

Jeffrey Graves
(Registered agent's signature) JEFFREY GRAVES, ASST SECY

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 Exhibit B attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____ See Exhibit B attached hereto

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 29 PM 2:05

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

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

14. Mindy Berman, Vice President
(Typed or printed name and capacity of person signing application)

Exhibit "A"

Purpose or purposes for which the corporation is organized:

To engage exclusively in the following business and financial activities:

(i) the ownership of the Assisted Living Facilities, Properties, Improvements and Equipment (including incidental personal property necessary for the operation thereof and proceeds therefrom);

(ii) to enter into a Master Lease Agreement (the "*Lease*") and related documents with AHC Tenant, Inc. ("*Lessee*") with respect to the Properties and to execute, deliver and perform any and all of its obligations as lessor or landlord under the Lease and any and all other leases, or other occupancy agreements with the tenant or other tenants on the Properties;

(iii) to execute, deliver and perform its obligations as borrower with respect to a Loan Agreement (the "*Loan Agreement*") with Greenwich Capital Financial Products, Inc. (the "*Noteholder*") and to take any and all other actions and execute any and all other documents contemplated by the Loan Agreement or otherwise required by the Noteholder in connection with the Loan Agreement and to take any and all other actions it deems necessary or desirable in conjunction with such Loan Agreement;

(iv) to negotiate, authorize, execute, deliver, assume the obligations under, and perform, any agreement or instrument or document relating to the activities set forth in clauses (i) through (iii) above; and

(v) to engage in any lawful act or activity for which corporations may be formed under Business Corporation Act of 1983 of the State of Illinois that are related or incidental to and necessary, advisable or convenient for the accomplishment of the foregoing or which have been approved with prior written notice from the Noteholder.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 29 PM 2:05

EXHIBIT B

OFFICERS AND DIRECTORS OF PITA GENERAL CORPORATION

OFFICERS

President	Carl Vercallone 30 Federal Street Boston, MA 02110
Vice President	Mindy Berman 30 Federal Street Boston, MA 02110
Secretary	Robert C. Bowes 127 Public Square Cleveland, OH 44114

DIRECTORS

1. Carl Vercallone 30 Federal Street, Boston, MA 02110
2. Robert C. Bowes 127 Public Square, Cleveland, OH 44114
3. Kim A. Lutthans, 1209 Orange Street, Wilmington, DE 19801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 29 PM 2:05



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

PITA GENERAL CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JUNE 1 1999, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9.20.10 11:28 AM 2010
PM 2:05

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 25TH **day of** JUNE **A.D.** 1999



Jesse White

SECRETARY OF STATE