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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

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ALS National SPE I, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

8/26

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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. ALS National SPE I, 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. 39-1961163

(FEI number, if applicable)

4. April 21, 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 817.155, F.S.))

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

(Current mailing address)

8. To operate, develop, lease, and/or sublease assisted living and/or dementia care 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)

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)

JENNIFER F FAULTMAN
ASSISTANT SECRETARY

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: _____

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

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As of August 18, 1999

**OFFICERS & DIRECTORS OF
ALS NATIONAL SPE I, INC.**

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

Director
Chief Executive Officer
President

Steven L. Vick
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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALS NATIONAL SPE I, INC." IS INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3032907 8300

991352125

AUTHENTICATION:

DATE:

9936575

08-24-99

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