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ACCOUNT NO. : 072100000032

REFERENCE : 551933 4816510

AUTHORIZATION :

Patricia Kizut

COST LIMIT : \$ 130

ORDER DATE : January 13, 2000

ORDER TIME : 10:36 AM

ORDER NO. : 551933-035

000003098700-2

CUSTOMER NO: 4816510

CUSTOMER: Ms. Colleen M. Marcin
Foster, Pepper & Shefelman,
Suite 3400
1111 Third Avenue
Seattle, WA 98101

FOREIGN FILINGS

NAME: ESC FORT MYERS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

APPROVED
AND
FILED
00 JAN 14 PM 1:57
RECEIVED
00 JAN 14 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
JB
1-14-00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. ESC FORT MYERS LLC
(Name of foreign limited liability company)
2. WASHINGTON 3. 91-1605464
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)
4. JANUARY 6, 2000 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. February 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3131 ELLIOTT AVENUE, SUITE 500
SEATTLE, WA 98121
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

EMERITUS CORPORATION, MANAGER


3131 ELLIOTT AVENUE, SUITE 500

SEATTLE, WA 98121

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: SENIOR HOUSING FACILITY

WITH ASSISTED OR INDEPENDENT LIVING SERVICES


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

KELLY J. PRICE

Vice President of Finance
Typed or printed name of signee

APPROVED
AND
FILED
00 JAN 11 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ESC FORT MYERS LLC

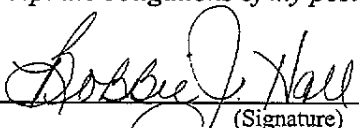
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1202 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)
Bobbie J. Hall, Asst. V.P.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

APPROVED
AND
FILED
00 JAN 14 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
ESC FORT MYERS LLC

I FURTHER CERTIFY that the records on file in this office show that the
above named limited liability company was formed under the laws of the
State of Washington and was issued a Certificate of Formation
in Washington on January 6, 2000.

I FURTHER CERTIFY that as of the date of this certificate, no cancellation
has been filed, and that the limited liability company is duly authorized to
transact business in the limited liability company form in the State of Washington.



Date: January 10, 2000

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

ok
Ralph Munro, Secretary of State

00 JAN 16 PM 1:57
SECRETARY OF STATE
FALL MOUNTAIN, FLORIDA