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ACCOUNT NO. : 072100000032
REFERENCE : 664731 5152386
AUTHORIZATION : *Patricia Pappas*
COST LIMIT : \$ 125.00

FILED
00 APR 19 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 17, 2000
ORDER TIME : 4:43 PM
ORDER NO. : 664731-035
CUSTOMER NO: 5152386

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CUSTOMER: Ms. April Sims
Crestline Capital Corporation
6600 Rockledge Drive
Suite 600
Bethesda, MD 20817-1109

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FOREIGN FILINGS

NAME: CCOP SENIOR LIVING LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

RECEIVED
00 APR 19 AM 8:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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

- 1. CCOP Senior Living LLC (Name of foreign limited liability company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. n/a (FEI number, if applicable)
4. April 12, 2000 (Date of Organization)
5. 12/31/90 (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6600 Rockledge Drive, Suite 600 Bethesda, Maryland 20817-1109 (Street address of principal office)

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8. If limited liability company is a manager-managed company, check here [X]

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

James L. Francis, 6600 Rockledge Drive, Suite 600, Bethesda, Maryland 20817-1109

Tracy M.J. Colden, 6600 Rockledge Drive, Suite 600, Bethesda, Maryland 20817-1109

Steven J. Fairbanks, 6600 Rockledge Drive, Suite 600, Bethesda, Maryland 20817-1109

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, a 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: The entity will will own a senior living service in the State of Florida.

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)

Tracy M.J. Colden Typed or printed name of signee

**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.

FILED
00 APR 19 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

CCOP Senior Living LLC

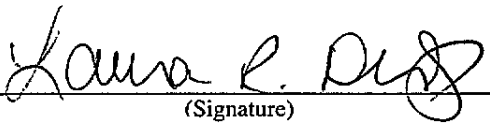
2. The name and the Florida street address of the registered agent and office are:

The Prentice-Hall Corporation System, Inc.
(Name)

1201 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)

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CCOP SENIOR LIVING LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF APRIL, A.D. 2000.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0385541

DATE: 04-17-00