

Document Number Only

M00000002033

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

000003409680--0  
-09/29/00--01050--027  
\*\*\*\*125.00 \*\*\*\*125.00

CORPORATION(S) NAME

MGP VII, LLC

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
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- Change of F.A.
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CONNIE BRYAN

JD  
9-29-00

**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. MGP VIII, LLC  
(Name of foreign limited liability company)

2. Washington 3. Applied for  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 22, 2000 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

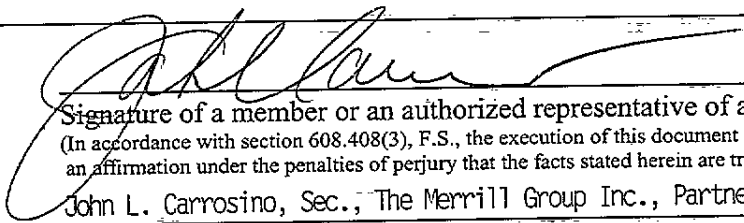
7. 1938 Fairview Avenue East, Suite 300  
Seattle, WA 98102  
(Street address of principal office)

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:  
Merrill Gardens L.L.C., 1938 Fairview Avenue East, Suite 300, Seattle, WA 98102  
\_\_\_\_\_  
\_\_\_\_\_

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: Assisted care facilities

  
\_\_\_\_\_  
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.)  
John L. Carrosino, Sec., The Merrill Group Inc., Partner,  
\_\_\_\_\_  
Typed or printed name of signee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 SEP 29 PM 2:45  
APPROVED  
AND  
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**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:

MGP VIII, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

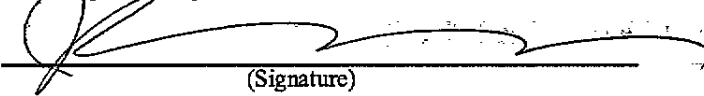
Plantation

FL 33324

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..*

C T Corporation System



(Signature)

JACK CASKEY, ASSISTANT VICE PRESIDENT

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP 29 PM 2:15

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AND  
FILED

# 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

**MGP VIII, 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 September 22, 2000.

I **FURTHER CERTIFY** that as of the date of this certificate, no cancellation  
have 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: September 26, 2000

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

Ralph Munro, Secretary of State

SECRETARY OF STATE  
PALLAS, E. FLORIAN

00 SEP 29 PM 2:45

FILED

APPROVED