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From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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FLORIDA/FOREIGN LIMITED LIABILITY CO

BLC Wellington-Fort Walton Beach, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
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DIVISION OF CORPORATION

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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. BLC Wellington-Fort Walton Beach, LLC (Name of Foreign Limited Liability Company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For (FEI number, if applicable)
4. January 25, 2006 (Date of Organization)
5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. date of filing (Date first transacted business in Florida, if prior to registration.)
7. 330 N. Wabash Avenue, Suite 1400, Chicago, IL 60611 (Street Address of Principal Office)

- 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:
Mark J. Schulte, 330 N. Wabash Ave., Ste. 1400, Chicago, IL 60611
John P. Rijes, 330 N. Wabash Ave., Ste. 1400, Chicago, IL 60611
Mark W. Ohlendorf, 6737 W. Washington, Ste. 2300, Milwaukee, WI 53214

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: own/operate/manage a senior living facility

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.)

Handwritten signature of Mark J. Schulte
Typed or printed name of signee
Mark J. Schulte

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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:

BLC Wellington-Fort Walton Beach, LLC

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

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(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation, Florida 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, Florida Statutes.

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Sarah B. Ayala
Assistant Secretary

By:

Sarah B. Ayala
(Signature)

- \$ 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

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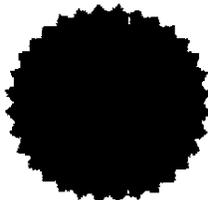
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLC WELLINGTON-FORT WALTON BEACH, 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 2006.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4477746

DATE: 01-26-06

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