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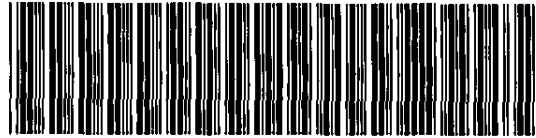
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06 MAY 18 PM 12:52
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TALLAHASSEE, FLORIDA

FILED
2006 MAY 18 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 090204 7179488

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED
2005 MAY 18 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 8, 2006

ORDER TIME : 11:54 AM

ORDER NO. : 090204-025

CUSTOMER NO: 7179488

FOREIGN FILINGS

NAME: GREYSTONE DEVELOPMENT GP, 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: Sara Lea -- EXT# 2914

EXAMINER: _____

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

FILED
MAY 18 PM 1:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. Greystone Development GP, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. December 23, 2002
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 222 W. Las Colinas Boulevard Suite 2100
Irving, TX 75039
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
See attached list

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: Consulting general partner

Paul Steinhoff
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.)
Paul Steinhoff
Typed or printed name of signee

List of Managers
of
Greystone Development GP, LLC

Bradley B. Rush c/o Sunrise Senior Living, Inc. 7902 Westpark Drive McLean, VA 22102	Manager
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Thomas B. Newell c/o Sunrise Senior Living, Inc. 7902 Westpark Drive McLean, VA 22102	Manager
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Tiffany L. Tomasso c/o Sunrise Senior Living, Inc. 7902 Westpark Drive McLean, VA 22102	Manager
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Paul F. Steinhoff, Jr. c/o Greystone 222 W. Las Colinas Blvd. Suite 2100 Irving, TX 75039	Manager
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Michael B. Lanahan c/o Greystone 222 W. Las Colinas Blvd. Suite 2100 Irving, TX 75039	Manager
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Mark P. Andrews c/o Greystone 222 W. Las Colinas Blvd. Suite 2100 Irving, TX 75039	Manager
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John C. Spooner c/o Greystone 222 W. Las Colinas Blvd. Suite 2100 Irving, TX 75039	Manager
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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:

Greystone Development GP, LLC

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

Corporation Service Company

(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, Florida Statutes.

Corporation Service Company

By:


(Signature)

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

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREYSTONE DEVELOPMENT GP, 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 MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GREYSTONE DEVELOPMENT GP, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3606811 8300

060468161

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4751744

DATE: 05-17-06