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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

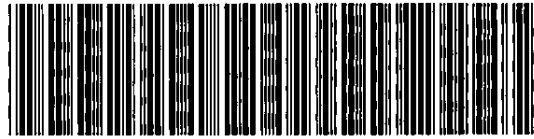
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/16/09--01059--004 **125.00

FILED
09 JUN 16 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES

7 2009

EXAMINER

S. HAWKES

JUN 17 2009

EXAMINER



B R O O K D A L E
SENIOR LIVING

Susan Jeffrey
Paralegal/Regulatory Affairs Specialist
Direct Dial: (312) 977-3742
sjeffrey@brookdaleliving.com

June 12, 2009

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: GFB-AS Investors, LLC

To Whom It May Concern:

Please find enclosed an original Application by Foreign Limited Liability Company for Authorized to Transact Business in Florida (this "Application"), as well as check# 01727676 in the amount of \$125.00 file fees.

Upon the filing of this Application, please return 1 file stamped copy in the enclosed self addressed prepaid envelope as evidence of filing.

If additional information is needed to fulfill this request, please do not hesitate to contact me at 312/977-3742.

Respectfully submitted,

Susan Jeffrey
Paralegal/Regulatory Affairs Specialist

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GFB-AS Investors, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Susan Jeffrey
Name of Person

GFB-AS Investors, LLC
Firm/Company

330 North Wabash, Suite 1400
Address

Chicago, Illinois 60611
City/State and Zip Code

sjeffrey@brookdaleliving.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan Jeffrey at (312) 977-3742
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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. GFB-AS Investors, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 11-3579027
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 11, 2000 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 330 North Wabash, Suite 1400
Chicago, IL 60611
(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:

W.E. Sheriff, Manager

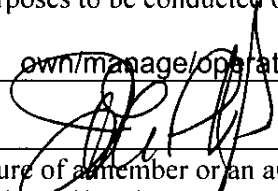
Mark W. Ohlendorf, Manager

John P. Rijos, Manager

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/manage/operate 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.)

John P. Rijos, Manager

Typed or printed name of signee

FILED
NOV 16 PM 12:00
TAMPA, 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.

FILED
09 JUN 16 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

GFB-AS Investors, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

CT Corporation System

(Name)

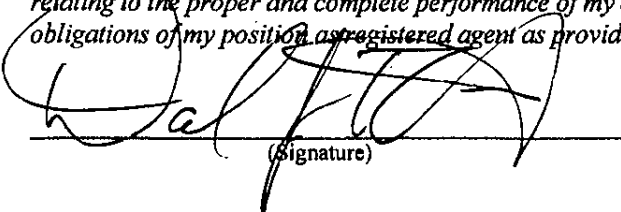
1200 South Pine Island Road

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, Florida Statutes.



(Signature)

David J. Berezowski
Assistant Secretary

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GFB-AS INVESTORS, 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 NINTH DAY OF JUNE, A.D. 2009.


FILED
JUN 19 PM 12:00
SECRETARY OF STATE
TALLMANSVILLE, DELAWARE

3328016 8300

090448685

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7351176

DATE: 06-09-09