

**FILED**  
**Apr 05, 2006 8:00 am**  
**Secretary of State**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                |                                                                                                                                  |                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| <b>DOCUMENT # P05000005882</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                |                                                 |                                                                   |
| 1. Entity Name<br><b>PHOENIX SENIOR LIVING II, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                | 04-05-2006 90160 024 ***158.75                                                                                                   |                                                                   |
| Principal Place of Business<br><b>5882 NW 73RD CT<br/>PARKLAND, FL 33067 US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                | Mailing Address<br><b>5882 NW 73RD CT<br/>PARKLAND, FL 33067 US</b>                                                              |                                                                   |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                | 3. Mailing Address                                                                                                               |                                                                   |
| Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                | Suite, Apt. #, etc.                                                                                                              |                                                                   |
| City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                | City & State                                                                                                                     |                                                                   |
| Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Country                                                                                        | Zip                                                                                                                              | Country                                                           |
| 6. Name and Address of Current Registered Agent<br><b>ROMAN, GABRIELA<br/>5882 NW 73RD CT<br/>PARKLAND, FL 33067</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                | 7. Name and Address of New Registered Agent<br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>City<br>FL Zip Code |                                                                   |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.<br>SIGNATURE <u>Gabriela J Roman</u> DATE <u>4/3/06</u><br><small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agents signature required when reissuing)</small>                                                                                                                                                                                            |                                                                                                |                                                                                                                                  |                                                                   |
| <b>FILE NOW!!! FEE IS \$150.00<br/>After May 1, 2006 Fee will be \$550.00</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                | 9. Election Campaign Financing<br>Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00</b> May Be<br>Added to Fees        |                                                                   |
| 10. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11                                                                            |                                                                   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | P<br>ROMAN, GABRIELA<br>5882 NW 73RD CT<br>PARKLAND, FL 33067 <input type="checkbox"/> Delete  | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | VP<br>ROMAN, GABRIELA<br>5882 NW 73RD CT<br>PARKLAND, FL 33067 <input type="checkbox"/> Delete | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | S<br>ROMAN, GABRIELA<br>5882 NW 73RD CT<br>PARKLAND, FL 33067 <input type="checkbox"/> Delete  | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | T<br>ROMAN, GABRIELA<br>5882 NW 73RD CT<br>PARKLAND, FL 33067 <input type="checkbox"/> Delete  | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Delete                                                                | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Delete                                                                | TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered. |                                                                                                |                                                                                                                                  |                                                                   |
| SIGNATURE: <u>Gabriela J Roman</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                | 3/10/06 (954) 682-1785                                                                                                           |                                                                   |
| <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                | <small>Date Daytime Phone #</small>                                                                                              |                                                                   |

Gabriela Roman, President