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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Senior Living Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
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5-14-03

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Senior Living Holdings, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-0018373

(FBI number, if applicable)

4. May 8, 2003

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1701 Highway A1A, Suite 304, Vero Beach, FL 32963

(Principal office address)

1701 Highway A1A, Suite 304, Vero Beach, FL 32963

(Current mailing address)

8. Any lawful act or activity for which corporations may be organized.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: F&L Corp.

Office Address: 200 Laura Street, 3rd Floor

Jacksonville

(City)

Florida 32201-0240

(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Timothy S. Smick

Address: 1701 Highway A1A, Suite 304
Vero Beach, FL 32963

Vice Chairman:

Address:

Director: Daniel L. Simmons

Address: 1701 Highway A1A, Suite 304
Vero Beach, FL 32963

Director:

Address:

B. OFFICERS

President: Timothy S. Smick

Address: 1701 Highway A1A, Suite 304
Vero Beach, FL 32963

Vice President: Daniel L. Simmons

Address: 1701 Highway A1A, Suite 304
Vero Beach, FL 32963

Secretary: Daniel L. Simmons

Address: 1701 Highway A1A, Suite 304, Vero Beach, FL 32963

Treasurer: Zach Aills

Address: 1701 Highway A1A, Suite 304, Vero Beach, FL 32963

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APPROVED
AND
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Timothy S. Smick
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

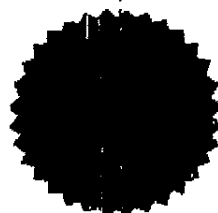
14. Timothy S. Smick, President
(Typed or printed name and capacity of person signing application)

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SENIOR LIVING HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2414172

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DATE: 05-13-03