

State of Idaho

Office of the Secretary of State

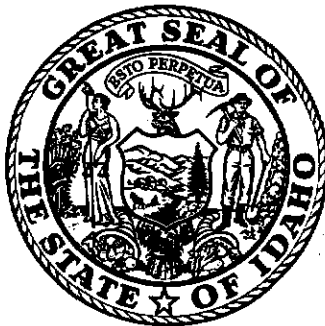
**CERTIFICATE OF AUTHORITY
OF
NEEDLES ACQUISITION LLC**

File Number W 104657

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: June 30, 2011



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

11 JUN 30 PM 4:07

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Needles Acquisition LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System

1111 West Jefferson, Suite 530, Boise, ID 83702

5. The street and mailing address of the limited liability company's principal office is:

10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Ventas, Inc., the sole member

10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

8. The mailing address for future correspondence:

10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

9. Signature of a manager, member or authorized person.

Signature

Ventas, Inc., the sole member

By: T. Richard Riney, Executive VP

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

06/30/2011 05:00

CK: 21721 CT: 20160 BN: 1280724

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cert_auth_foreign_LLC Rev. 07/2010

W104657

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEEDLES ACQUISITION 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-EIGHTH DAY OF JUNE, A.D. 2011.

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

4945017 8300

110772600

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8869295

DATE: 06-28-11