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State of Idaho

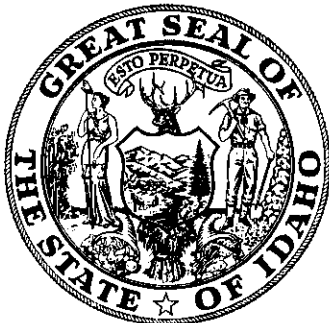
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of QUALITY RETIREMENT CONCEPTS, INC. an Idaho corporation into SANDPOINT CONVALESCENT SERVICES, INC. an Idaho corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of merger.

Dated: December 30, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sheryl Davis

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SECRETARY OF STATE

ARTICLES OF MERGER

OF

QUALITY RETIREMENT CONCEPTS, INC.,
THE SUBSIDIARY CORPORATION, INTO
SANDPOINT CONVALESCENT SERVICES, INC.,
THE SURVIVING CORPORATION

ARTICLE 1.

The plan of merger is for Sandpoint Convalescent Services, Inc., as the surviving corporation, to merge into itself its subsidiary corporation, Quality Retirement Concepts, Inc.

ARTICLE II.

The number of outstanding shares of each class of the subsidiary corporation, Quality Retirement Concepts, Inc., is two hundred (200) shares of common stock, all of which are owned by the surviving corporation, Sandpoint Convalescent Services, Inc.

ARTICLE III.

The manner and basis of converting the shares of the subsidiary corporation, Quality Retirement Concepts, Inc., into shares, obligations or other securities of the surviving corporation, Sandpoint Convalescent Services, Inc., are that the subsidiary corporation shall be merged into the surviving corporation by transfer to the surviving corporation of all assets of the subsidiary corporation, subject to all of its liabilities and obligations, which obligations and liabilities

the surviving corporation shall assume, in complete cancellation of all the capital stock of the subsidiary corporation.

ARTICLE IV.

Mailing of a copy of the plan of merger to shareholders of the subsidiary corporation, Quality Retirement Concepts, Inc., is not necessary because the surviving corporation, Sandpoint Convalescent Services, Inc., is the sole shareholder of the subsidiary corporation, Quality Retirement Concepts, Inc., and such surviving corporation has executed a waiver pursuant to Idaho Code Section 30-1-75, an original of which is attached to each duplicate original of these Articles of Merger.

DATED: December 28, 1992.

SANDPOINT CONVALESCENT SERVICES, INC.

BY:

Craig A. Johnson
Craig A. Johnson, President

ATTEST:


Donna L. Johnson
Donna L. Johnson, Secretary

VERIFICATION

STATE OF IDAHO)
 ss
County of Bonner)

CRAIG A. JOHNSON and DONNA L. JOHNSON, president and secretary of the above-noted corporation, being first duly sworn upon oath, depose and state as follows:

We have read the foregoing Articles of Merger, know the contents thereof and the same are true and correct to the best of our information, knowledge and belief.


Craig A. Johnson


Donna L. Johnson

SUBSCRIBED, SWORN AND OR AFFIRMED before me this 28 day of December, 1992.


Notary Public - State of Idaho
Residing at Sandpoint therein.
My commission expires: 7-30-93.

WAIVER OF STATUTORY REQUIREMENT FOR MAILING
OF PLAN OF MERGER TO EACH SHAREHOLDER OF RECORD
OF QUALITY RETIREMENT CONCEPTS, INC.

SANDPOINT CONVALESCENT SERVICES, INC., the undersigned corporation, hereby waives its right, pursuant to Idaho Code Section 30-1-75, to have mailed to it, as the sole shareholder of Quality Retirement Concepts, Inc., the subsidiary corporation of Sandpoint Convalescent Services, Inc., which is intending to merge into itself the subsidiary corporation, a copy of such plan of merger.

DATED: December 28, 1992.

SANDPOINT CONVALESCENT SERVICES, INC.

BY:

Craig A. Johnson
Craig A. Johnson, President

ATTEST:

Donna L. Johnson
Donna L. Johnson, Secretary