



**Department of State.**

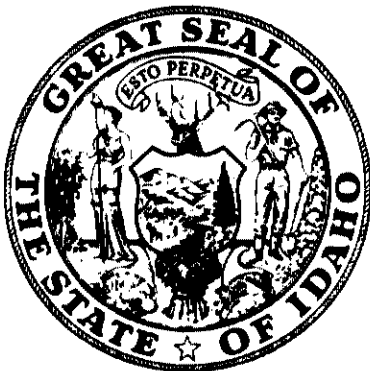
**CERTIFICATE OF REGISTRATION  
OF**

**IDAHO FALLS ASSOCIATES LIMITED PARTNERSHIP**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of IDAHO FALLS ASSOCIATES LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to IDAHO FALLS ASSOCIATES LIMITED PARTNERSHIP to transact business in this State under the name IDAHO FALLS ASSOCIATES LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated June 24, 1987



SECRETARY OF STATE

by: \_\_\_\_\_

**APPLICATION FOR REGISTRATION OF  
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State. **SECRETARY OF STATE** submits the following statement:

May 11 9 52 AM '87  
SECRETARY OF STATE

1. The name of the limited partnership is IDAHO FALLS ASSOCIATES LIMITED PARTNERSHIP
  
2. The name which it shall use in Idaho is IDAHO FALLS ASSOCIATES LIMITED PARTNERSHIP  
*(Must include, without abbreviation, the words "Limited Partnership.")*
  
3. It is organized under the laws of Delaware
  
4. The date of its formation is April 14, 1987
  
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 229 South State Street, Dover, Delaware 19901
  
6. The name and street address of its proposed registered agent in Idaho are The Prentice-Hall Corporation System, One Capital Center, 999 Main Street, Boise, Idaho 83702
  
7. The general character of the business it proposes to transact in Idaho is:  
To acquire, own and operate the Valley Care Center, located in Bonneville County, Utah
  
8. The name and business address of each general partner and of each limited partner whose contribution is equal to or greater than five percent (5%) of the total contribution of all partners:

Name	General or Limited	Address
<u>Southmark Partners</u> <u>One, Ltd.</u>	<u>General</u>	<u>c/o Southmark/Envicon Capital Corp.</u> <u>1270 Avenue of the Americas</u> <u>Suite 1400</u> <u>New York, New York 10020</u>
<u>Southmark Partners</u> <u>One, Ltd.</u>	<u>Limited</u>	<u>c/o Southmark/Envicon Capital Corp.</u> <u>1270 Avenue of the Americas</u> <u>Suite 1400</u> <u>New York, New York 10020</u>
<u>William S. Friedman</u>	<u>Limited</u>	<u>Law Offices of William S. Friedman</u> <u>1270 Avenue of the Americas</u> <u>Suite 1400</u> <u>New York, New York 10020</u>

*(continued on reverse)*

Name	General or Limited	Address

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

Dated April 29, 19 87.

SOUTHMARK PARTNERS ONE, LTD.

By *[Handwritten Signature]*  
WILLIAM S. FRIEDMAN  
 A General Partner

STATE OF NEW YORK )  
 ) ss:  
 COUNTY OF NEW YORK )

I, CHARLES F. FRISCIA, a notary public, do hereby certify that on this 29th day of APRIL, 19 87, personally appeared before me WILLIAM S. FRIEDMAN, who being by me first duly sworn, declared that (s)he is a general partner of SOUTHMARK PARTNERS ONE, LTD.

*the general Partner of Idaho Falls Associates Limited Partnership.*

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

*[Handwritten Signature: Charles F. Friscia]*

CHARLES F. FRISCIA  
 Notary Public, State of New York  
 No. 43-4727918  
 Qualified in Richmond County  
 Certificate filed in New York County  
 Term Expires November 30, 19 88



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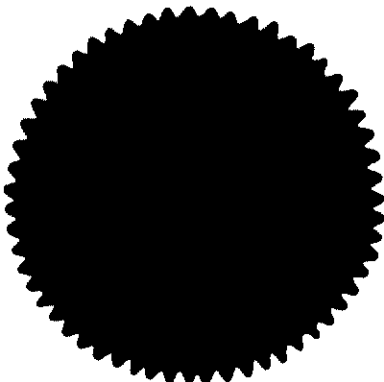
# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, Secretary of State of the State of Delaware,*  
*do hereby certify* that the Certificate of Limited Partnership of the "IDAHO FALLS  
ASSOCIATES LIMITED PARTNERSHIP", was received and filed in this office the fourteenth  
day of April, A.D. 1987, at 9 o'clock A.M.

And I do hereby further certify that the Limited Partnership 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 and is duly authorized to transact business.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* sixteenth *day*  
*of* June *in the year of our Lord*  
*one thousand nine hundred and* eighty-seven



*Michael Harkins*  
Michael Harkins, Secretary of State