

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ASHLEY MANOR CARE CENTERS, INC.

FILED/RECEIVED
AUG 11 AM 8:36
STATE OF IDAHO

Pursuant to Title 30, Chapter 1, Idaho Code, Ashley Manor Care Centers, Inc. has adopted the following Articles of Amendment to its Articles of Incorporation:

I

The name of the corporation is Ashley Manor Care Centers, Inc.

II

The following amendment to the Articles of Incorporation was adopted by the directors and shareholders of the corporation on September 15, 1999, in the manner prescribed by the Idaho Business Corporation Act:

RESOLVED, that Article V. of the Articles of Incorporation of this corporation is hereby amended to read as follows:

V.

The business of this corporation shall be managed and conducted by a board of directors. The number of directors shall be fixed in accordance with the bylaws of the corporation.

III

The number of shares of the corporation outstanding at the time of such adoption was 10,045 shares of common stock, and the number of shares entitled to vote thereon was 10,045.

IDAHO SECRETARY OF STATE

IV

08/11/2000 09:00
CK: none CT: 1117 BH: 340478

1 @ 30.00 = 30.00 AMEND PROF # 2

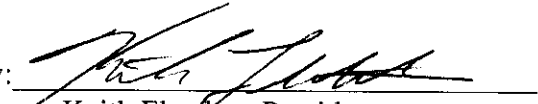
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The number of shares voted for such amendment was 10,045, and the number of shares voted against such amendment was 0.

DATED this 8th day of August, 2000.

ASHLEY MANOR CARE CENTERS, INC.

By: _____


Keith Fletcher, President