

CERTIFICATE OF DISSOLUTION
OF

GOLDEN LIVING CENTER, INC.

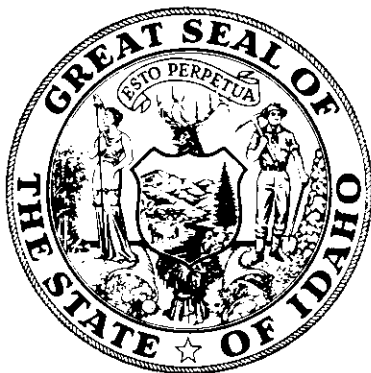
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Dissolution of _____

GOLDEN LIVING CENTER, INC.

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
Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated December 26, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF DISSOLUTION
OF
GOLDEN LIVING CENTER, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IDAHO:

The undersigned officers of GOLDEN LIVING CENTER, INC., being the entire shareholders and board of directors of such corporation, in compliance with the provisions of the "Idaho Business Corporation Act", hereby give notice of the dissolution of the corporation and certify that:

1. The name of the corporation is GOLDEN LIVING CENTER, INC. and its post office address is P.O. Box 216, Rexburg, Idaho 83440.

2. The names and addresses of the last officers and directors of the corporation and their respective offices are as follows:

Roger Ferguson,	President	76 West Main. Rexburg, Idaho
Sybil Ferguson	Vice President - Secretary	West Main Rexburg, Idaho

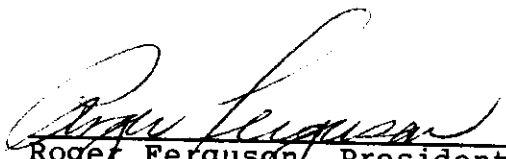
3. No notice, as required by Idaho Code Section 30-1-87, has been mailed to known actual or known potential creditors for the reason that the corporation has no creditors either known actual or known potential.

4. All of the debts, obligations, and liabilities of the corporation have been paid and discharged.

5. All of the remaining property and assets of the corporation have been distributed among the shareholders in proportion to their respective rights and interests.

6. There are no suits pending against the corporation in any court of law either within or without the State of Idaho.

Dated this 15th day of December, 1980.


Roger Ferguson, President
Golden Living Center, Inc.

Sybil Ferguson
Sybil Ferguson
Vice President - Secretary

STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

On this 15th day of December, 1980, before me a Notary Public in and for said State, personally appeared ROGER FERGUSON and SYBIL FERGUSON, President and Vice President - Secretary respectively of GOLDEN LIVING CENTER, INC., known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

[Signature]
Notary Public
Residing In: Boise, Idaho
My Commission Expires: 4/20/82

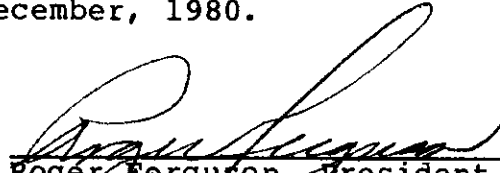
STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

ROGER FERGUSON, being first duly sworn, deposes and states:

1. That he is the duly elected President of GOLDEN LIVING CENTER, INC.; and

2. That he has read the foregoing Articles of Dissolution of the corporation, and that to the best of his knowledge all of the statements made therein are true and accurate.

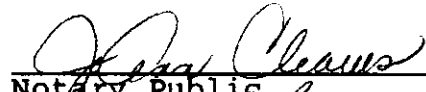
Dated this 15th day of December, 1980.



Roger Ferguson, President
Golden Living Center, Inc.

STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

On this 19th day of December, in the year 1980, before me a Notary Public in and for said State, personally appeared ROGER FERGUSON, known to me to be the President of the corporation that executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Notary Public
Residing In: *Boise, ID*
My Commission Expires: *9/20/82*

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SHAREHOLDERS CONSENT TO DISSOLVE CORPORATION
SECRETARY OF
STATE

WHEREAS, it is deemed advisable and for the best interest of the shareholders of GOLDEN LIVING CENTER, INC. that said corporation wind up its affairs and voluntarily dissolve;

NOW THEREFORE, the undersigned, each a shareholder of record in GOLDEN LIVING CENTER, INC., being all of the shareholders of record of said corporation, do hereby consent to the dissolution of said corporation pursuant to the plan authorized at the special meeting of shareholders held on the 1st day of December, 1980. The signature of each shareholder hereto constitutes authority by such shareholder to dissolve said corporation.


Dated this 15th day of December, 1980.


Roger Ferguson, President


Sybil Ferguson
Vice President - Secretary

STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

On this 15th day of December, 1980, before me a Notary Public in and for said State, personally appeared ROGER FERGUSON and SYBIL FERGUSON, President and Vice President - Secretary respectively of GOLDEN LIVING CENTER, INC., known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

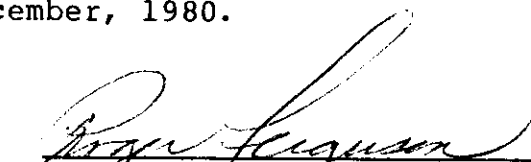

Notary Public
Residing In: *Septburg, SD*
My Commission Expires: *6/20/82*

STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

ROGER FERGUSON, being first duly sworn, deposes and states:


1. That he is the duly elected President of GOLDEN LIVING CENTER, INC.; and
2. That he has read the foregoing consent, and has reviewed the signatures affixed thereto, and that to the best of his knowledge all of the shareholders of the corporation have signed the consent in person.

Dated this 15th day of December, 1980.


Roger Ferguson, President
GOLDEN LIVING CENTER, INC.

STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

On this 15th day of December, 1980, before me a Notary Public in and for said State, personally appeared ROGER FERGUSON, President of GOLDEN LIVING CENTER, INC., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.



Notary Public
Residing In: *Boylston, Ill*
My Commission Expires: *9/20/82*