



Department of State.

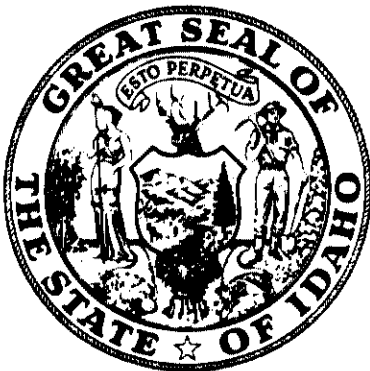
**CERTIFICATE OF REGISTRATION
OF**

GEM HILLS ASSOCIATES LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GEM HILLS 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 GEM HILLS ASSOCIATES LIMITED PARTNERSHIP to transact business in this State under the name GEM HILLS ASSOCIATES LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated June 25, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

RECEIVED

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, ~~SEC OF STATE~~ I hereby apply for registration to transact business in your State, and for that purpose submits the following statement:

87 JUN 25 AM 9 56

1. The name of the limited partnership is Gem Hills Associates Limited Partnership

2. The name which it shall use in Idaho is Gem Hills 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 27, 1987

5. The address of its registered or principal office in the state or country under the laws of which it is organized is 2229 South State St., 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 St., Boise, ID

7. The general character of the business it proposes to transact in Idaho is:
to acquire, own and operate the Holly Hills Care Center, a nursing home located in Gem County, Idaho

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 One, Ltd.</u>	<u>General</u>	<u>1270 Ave of the Americas-14th floor New York, New York 10020</u>
Southmark Partners One, Ltd.	Limited	1270 Ave of the Americas-14th floor New York, New York 10020
William S. Friedman	Limited	1270 Ave of the Americas-14th floor New York, New York 10020

(continued on reverse)

SUSAN STEINBUCK
Notary Public, State of New York
No. 30-4825462
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1988

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

declared that (s)he is a general partner of _____
me, LTD

before me William S Friedman, who being by me first duly sworn,

day of June, 1987, personally appeared

1. Susan Steinbuck, a notary public, do hereby certify that on this

STATE OF New York
COUNTY OF New York
ss: _____

William S. Friedman
A General Partner

By [Signature]
Gem Hills Associates Limited Partnership

Dated June 24, 1987, 1987

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.

Name General or Limited Address



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SEC. OF STATE
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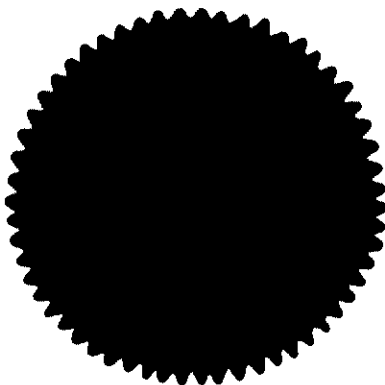
State of DELAWARE

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 "GEM HILLS
ASSOCIATES LIMITED PARTNERSHIP", was received and filed in this office the twenty-
seventh 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