

State of Idaho

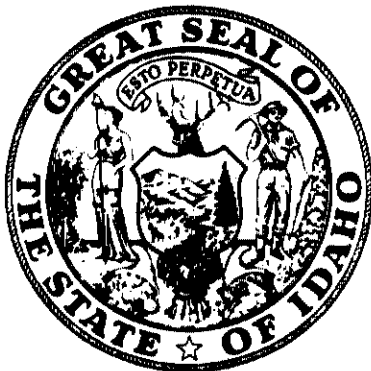
Department of State

CERTIFICATE OF REGISTRATION
OF
NAMPA CANYON II ASSOCIATES LIMITED PARTNERSHIP

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

Dated June 23, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Mary J. Cook*

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

JUN 23 1987

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SECRETARY OF STATE

OFFICE
OF THE SECRETARY OF STATE
IDAHO

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, and for that purpose submits the following statement:

1. The name of the limited partnership is Burley Care Center Associates Limited Partnership

2. The name which it shall use in Idaho is Nampa Canyon II 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 St., Boise, ID 83702.

7. The general character of the business it proposes to transact in Idaho is:
to acquire, own and operate the Burley Care Center, located in Cassia 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 Parnters, One Ltd.</u>	<u>General</u>	<u>c/o Southmark/Envicon Capital Corp.</u> <u>1270 Ave. of the Americas-Ste. 1400</u> <u>New York, New York 10020</u>
<u>Southmark Partners One, Ltd.</u>	<u>Limited</u>	<u>c/o Southmark/Envicon Capital Corp.</u> <u>1270 Ave. of the Americas-Ste. 1400</u> <u>New York, New York 10020</u>
<u>William S. Friedman</u>	<u>Limited</u>	<u>c/o Law Offices of Wm. S. Friedman</u> <u>1270 Ave. of the Americas-Ste. 1400</u> <u>New York, New York 10020</u>

Commission Expires March 30, 1987
Certificate Filed in New York County
Office of the Secretary of State
No. 20-4832-85
New York Public State of New York
DIAN STEINBOCK

(continued on reverse)

8. (Continued)

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 June 22 _____, 1987
Burley Care Center Associates Limited Partnership
dba Nampa Canyon II Limited Partnership

By [Signature]
William S. Friedman
A General Partner

STATE OF New York)
) ss:
COUNTY OF New York)

I, Susan Steinruck _____, a notary public, do hereby certify that on this
22nd day of June _____, 1987, 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 _____.

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

Susan Steinruck
SUSAN STEINRUCK
Notary Public, State of New York
No. 30-4825482
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1988



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SECRETARY OF STATE

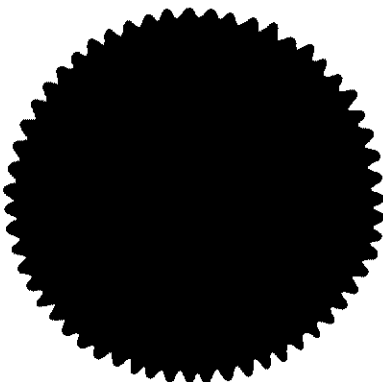
State of DELAWARE

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 "BURLEY CARE CENTER 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