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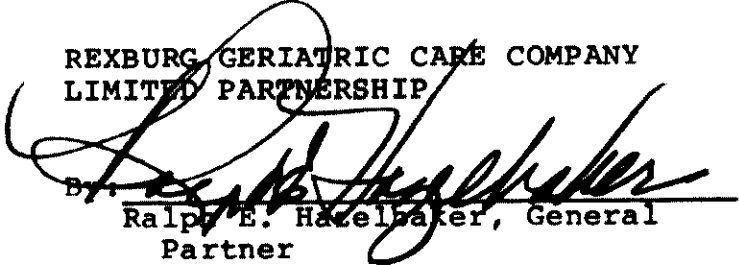
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CERTIFICATE AMENDING FOREIGN  
LIMITED PARTNERSHIP REGISTRATION

The undersigned, Ralph E. Hazelbaker, a general partner of Rexburg Geriatric Care Company Limited Partnership, formed under the laws of the State of Ohio, on January 21, 1986, and registered with the State of Idaho on January 30, 1986, as registration no. L01070, certifies as follows:

1. Development Corp. of America has assigned its limited partnership interest to Ralph E. Hazelbaker.
2. Accordingly, effective as of March 1, 1988, Americare Corp. and Ralph E. Hazelbaker are the limited partners.


REXBURG GERIATRIC CARE COMPANY  
LIMITED PARTNERSHIP

By:   
Ralph E. Hazelbaker, General  
Partner

STATE OF OHIO :  
: SS  
COUNTY OF FRANKLIN :

Before me, a Notary Public in and for the County and State aforesaid, personally appeared the above named Ralph E. Hazelbaker, as general partner of Rexburg Geriatric Care Company Limited Partnership and acknowledged the signing of the foregoing instrument to be his voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Columbus, Ohio, this 16 day of February, 1988.

  
Notary Public

BA/20

MELISSA D. SALYER  
Notary Public, State of Ohio  
My Commission Expires 11-25-91