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State of Idaho

Department of State

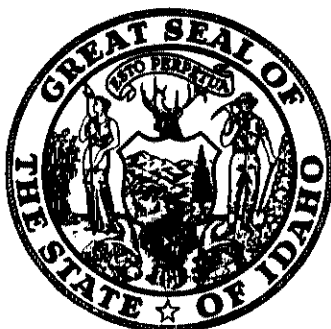
CERTIFICATE OF AUTHORITY OF

HEALTH CARE CAPITAL OF COLORADO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HEALTH CARE CAPITAL OF COLORADO, INC. for a Certificate of Authority to transact business in this State, 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 Authority to HEALTH CARE CAPITAL OF COLORADO, INC. to transact business in this State under the name HEALTH CARE CAPITAL OF COLORADO, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: April 30, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Atkins*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

APR 30 11 01 AM '93
SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Health Care Capital of Colorado, Inc.
2. The name which it shall use in Idaho is Health Care Capital of Colorado, Inc.
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is March 2, 1993 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 8026 West Spanish Peak, Littleton, Colorado 80127
6. The address to which correspondence should be addressed, if different from that in item 5. 6007 Financial Plaza, Suite 301, Shreveport, LA 71129
7. The street address of its proposed registered office in Idaho is 300 North 6th Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Manage nursing home

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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19930430 0900 71297 2
CK #: 8412 CUST# 1
CORPORATIO 1@ 60.00= 60.00

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED 'A'		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: April 26, 1993

Health Care Capital of Colorado, Inc.

(Corporation name)

By

Richard L. Greer

its President/Vice President (please specify)

and

James L. Dodson

its Secretary/Assistant Secretary (please specify)

STATE OF Louisiana)
Parish) ss:
~~STATE~~ COUNTY OF Caddo)

I, Kathryn R. Dodson, a notary public, do hereby certify that on
this 26th day of April, 19 93, personally appeared before
me RICHARD L. GREER, who being by me first duly sworn, declared that (s)he
is the President of Health Care Capital of Colorado, Inc.

that (s)he signed the foregoing documents as President of the corporation and that
the statements therein contained are true.

KATHRYN R. DODSON, Notary Public
In and For Caddo Parish, Louisiana
My Commission Is For Life

Kathryn R. Dodson
Notary Public

ATTACHMENT A

OFFICERS

Richard L. Greer PRESIDENT	6007 Financial Plaza, Suite 301 Shreveport, Louisiana 71129
D. William Nida VICE PRESIDENT	2 Ravina Drive, Suite 1350 Atlanta, Georgia 30346
Wayne S. Morehead SEC./TRES.	2 Ravina Drive, Suite 1350 Atlanta, Georgia 30346
James L. Adams ASSISTANT SECRETARY	6007 Financial Plaza, Suite 301 Shreveport, Louisiana 71129
KATHRYN R. DODSON ASSISTANT SECRETARY	6007 Financial Plaza, Suite 301 Shreveport, Louisiana 71129

DIRECTORS

Rita D. Edwards	8026 W. Spanish Peak Littleton, Colorado 80127
Matthew S. Robinson	6007 Financial Plaza, Suite 301 Shreveport, Louisiana 71129
Paul A. Green	2 Ravina Drive, Suite 1350 Atlanta, Georgia 30346
Richard L. Greer	6007 Financial Plaza, Suite 301 Shreveport, Louisiana 71129
D. William Nida	2 Ravina Drive, Suite 1350 Atlanta, Georgia 30346
Wayne S. Morehead	2 Ravina Drive, Suite 1350 Atlanta, Georgia 30346
Michael S. Brown	2 Ravina Drive, Suite 1350 Atlanta, Georgia 30346



APR 30 11 01 AM '93
SECRETARY OF STATE

STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

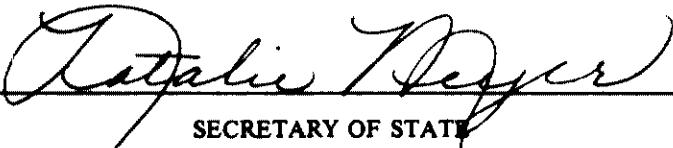
I, **NATALIE MEYER**, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

HEALTH CARE CAPITAL OF COLORADO, INC.
(COLORADO CORPORATION)

file # 931022317 was filed in this office on MARCH 02, 1993,
and has complied with the applicable provisions of the
laws of the State of Colorado and on this date is in good
standing and authorized and competent to transact business
or to conduct its affairs within this state.

Dated: APRIL 16, 1993



SECRETARY OF STATE

HCC HEALTH CARE CAPITAL, INC.

P.O. BOX 30100, SHREVEPORT, LA 71130-0100
6007 FINANCIAL PLAZA, SUITE 301
SHREVEPORT, LA 71129
318/688-6986
FAX: 318/688-1736

APR 30 11 01 AM '93
SECRETARY OF STATE

April 26, 1993

Secretary of State
State of Idaho

RE: Health Care Capital of Colorado, Inc.

Gentlemen:

Health Care Capital, Inc. hereby consents to the use of the name Health Care Capital of Colorado, Inc., a Colorado corporation wanting to do business in the State of Idaho.

Sincerely yours,



Kathryn R. Dodson
Assistant Secretary

KRD/dac