



Department of State.

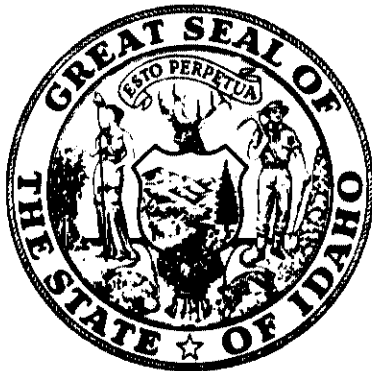
**CERTIFICATE OF REGISTRATION
OF**

HOLLY CANYON ASSOCIATES LIMITED PARTNERSHIP

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

Dated June 24, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

May 11 9 52 AM '87

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 Holly Canyon Associates Limited Partnership
2. The name which it shall use in Idaho is Holly Canyon 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 229 South State Street, Dover, DE 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: 83702 to acquire, own and operate the Holly Care Center, located in Canyon 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>c/o Southmark/Envicon Capital Corp. 1270 Ave. of the Americas--Ste. 1400 New York, New York 10020</u>
<u>Southmark Partners One, Ltd.</u>	<u>Limited</u>	<u>c/o Southmark/Envicon Capital Corp. 1270 Ave. of the Americas--Ste. 1400 New York, New York 10020</u>
<u>William S. Friedman</u>	<u>Limited</u>	<u>c/o Law Offices of William S. Friedman 1270 Ave. of the Americas--Ste. 1400 New York New York 10020</u>

(continued on reverse)



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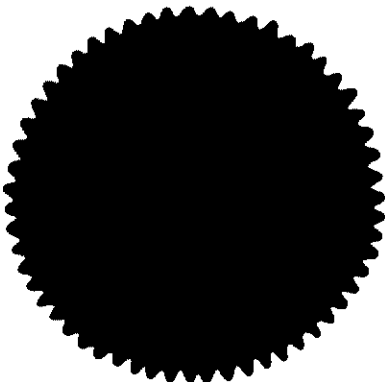
State of DELAWARE

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 "HOLLY CANYON
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