

Department of State

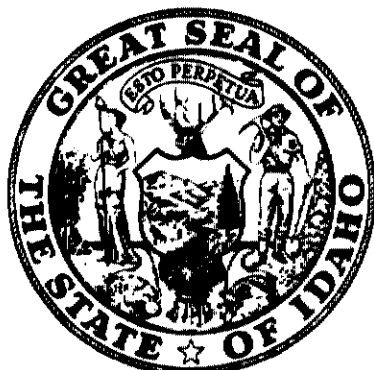
**CERTIFICATE OF REGISTRATION
OF**

LTCS LIMITED PARTNERSHIP

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

Dated **September 3, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

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APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

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:

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- The name of the limited partnership is LTCS L.P.
- The name which it shall use in Idaho is LTCS Limited Partnership
- It is organized under the laws of Tennessee
- The date of its formation is 10/25/89
- The address of its registered or principal office in the state or country under the laws of which it is organized is 5050 Poplar Ave., Suite 1800, Memphis, TN 38157
- The name and street address of its proposed registered agent in Idaho are C T CORPORATION SYSTEM, 300 North 6th Street, Boise, Idaho 83701
- The general character of the business it proposes to transact in Idaho is:
Health care consulting and management oversight services provided
from Memphis, Tn.
- The names and addresses of all general partners as well as the names and addresses of those limited partners whose contribution is equal to a greater than 5% of the total contribution of all partners.

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Name	General or Limited	Address
<u>Jerry D. Mooney</u>	<u>Limited</u>	<u>5050 Poplar Ave., Ste 1800, Memphis, TN 38157</u>
<u>Long Term Care Services, Inc.</u>	<u>General</u>	<u>5050 Poplar Ave., Ste 1800, Memphis, TN 38157</u>
<u>Joseph K. Piper</u>	<u>Limited</u>	<u>5050 Poplar Ave., Ste 1800, Memphis, TN 38157</u>
<u>VHA Enterprises</u>	<u>Limited</u>	<u>5215 N. O'Connor Rd., Irving, TX 75039</u>
<u>National HealthCorp L.P.</u>	<u>Limited</u>	<u>101 Vine St., Murfreesboro, TN 37133</u>
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(continued on reverse)

8. (Continued)

Name	General or Limited	Address
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_____	_____	_____

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership issued by the proper officer of the jurisdiction in which the certificate of limited partnership is filed or recorded.

Dated 5/16/91, 1991.

By Joseph K. Piper Notary Public
Food Lion Truck Center Services Inc

A General Partner

STATE OF Tennessee)
COUNTY OF Shelby) ss:

I, Jackie Maoney, a notary public, do hereby certify that on this 16th day of May, 1991, personally appeared before me Joseph K. Piper, who being by me first duly sworn, declared that he is a general partner of LTCs - L.P.

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

Jackie Maoney
Notary Public
My commission expires Nov. 20, 1993

Secretary of State

Corporations Section

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 08/12/1991
REQUEST NUMBER: 2241-0180

FILE/REGISTRATION DATE: 10/25/1989
STATUS: ACTIVE
CONTROL NUMBER: 0221522
JURISDICTION: TENNESSEE

TO:
LTCS, LP
KATHY DEMICHELE
5050 POPLAR AVE
MEMPHIS, TN 38157

REQUESTED BY:
LTCS, LP
KATHY DEMICHELE
5050 POPLAR AVE
MEMPHIS, TN 38157

I, BRYANT MILLSAPS, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"LTCS L.P."

WAS FORMED OR REGISTERED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN THIS OFFICE ON THE DATE(S) AS INDICATED BELOW:

REFERENCE NUMBER	DATE-FILED	FILING TYPE	FIELD CHANGED
1506-0795	10/25/89	LP DOMESTIC	

FOR: REQUEST FOR COPIES

RECEIVED. 20.00

ON DATE: 08/12/1991

RECEIPT NUMBER. 00001244205

FROM:
LTCS, LP
KATHY DEMICHELE
5050 POPLAR AVE
MEMPHIS, TN 38157



BRYANT MILLSAPS
SECRETARY OF STATE