



Department of State.

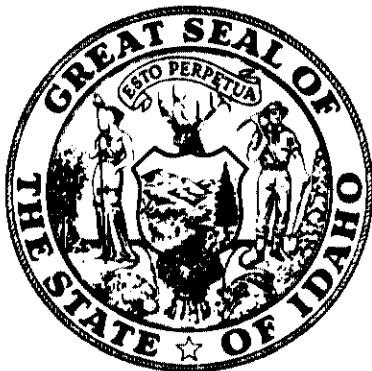
**CERTIFICATE OF REGISTRATION
OF**

PINEWOOD ASSOCIATES LIMITED PARTNERSHIP

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

Dated June 25, 1987



SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho

RECEIVED

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, I, Pinewood Associates Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

600.00 STATE
'87 JUN 25 AM 9 56

1. The name of the limited partnership is Pinewood Associates Limited Partnership

2. The name which it shall use in Idaho is Pinewood 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 Syst., One Capital Center, 999 Main St, Boise, ID

7. The general character of the business it proposes to transact in Idaho is:
to acquire, own and operate the Pinewood Care Center, a nursing home located in Kootenai County, ID

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>1270 Ave of the Americas</u> <u>14 th floor</u> <u>New York, New York</u>
<u>Southmark Partners One, Ltd.</u>	<u>Limited</u>	<u>1270 Ave of the Americas</u> <u>14th floor</u> <u>New York, New York 10020</u>
<u>William S. Friedman</u>	<u>Limited</u>	<u>1270 Ave of the Americas</u> <u>14th Floor</u> <u>New York, NewYork</u>

COMMISSIONER PUBLIC SERVICE
 STATE OF IDAHO
 300 WEST WASHINGTON
 BOISE, IDAHO 83726
 Certified True and Correct
 Commission Public Service

(continued on reverse)

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 24, 1987, 19 .

Pinewood Associates Limited Parntership

By [Signature]

A General Partner

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

I, Susan Sternick, a notary public, do hereby certify that on this 24 day of JUNE, 19 87, personally appeared before me William S. Friedman, who being by me first duly sworn, declared that (s)he is a general partner of Southmax Partners One, Ltd.

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

[Signature]

SUSAN STERNICK
Notary Public, State of New York
No. 30-4620402
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1991



RECEIVED
SEC. OF STATE
'87 JUN 24 AM 10 32

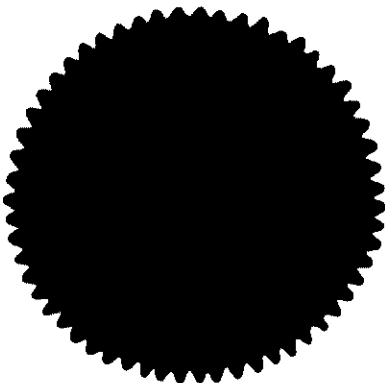
State of DELAWARE

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 "PINWOOD
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