



Department of State.

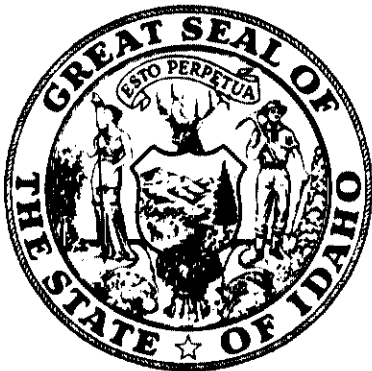
**CERTIFICATE OF REGISTRATION
OF**

OROFINO ASSOCIATES LIMITED PARTNERSHIP

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

Dated



SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

MAY 11 9 51 AM '87
SECRETARY OF STATE

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 ~~SECRETARY OF STATE~~ submits the following statement:

1. The name of the limited partnership is OROFINO ASSOCIATES LIMITED PARTNERSHIP

2. The name which it shall use in Idaho is OROFINO 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 System, One Capital Center, 999 Main Street, Boise, Idaho 83702

7. The general character of the business it proposes to transact in Idaho is:
To acquire, own and operate the Orofino Care Center, located in Clearwater 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 Avenue of the Americas Suite 1400 New York, New York 10020</u>
<u>Southmark Partners One, Ltd.</u>	<u>Limited</u>	<u>c/o Southmark/Envicon Capital Corp. 1270 Avenue of the Americas Suite 1400 New York, New York 10020</u>
<u>William S. Friedman</u>	<u>Limited</u>	<u>Law Offices of William S. Friedman 1270 Avenue of the Americas Suite 1400 New York, New York 10020</u>

(continued on reverse)



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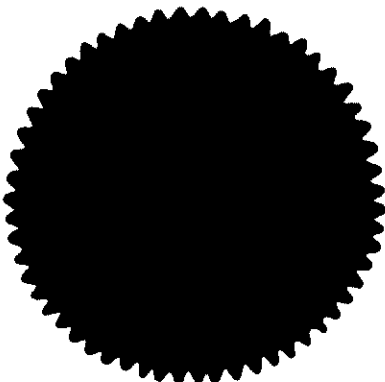
State of DELAWARE

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 "OROFINO
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