

THIRD AMENDMENT TO CERTIFICATE
OF LIMITED PARTNERSHIP

CHARLESGATE NURSING CENTER

WE, THE UNDERSIGNED, desiring to amend the Certificate of Limited Partnership of Charlesgate Nursing Center, a Rhode Island limited partnership, which was filed with the Secretary of State of Rhode Island on December 31, 1975, as amended by a First Amendment to Certificate of Limited Partnership filed with said Secretary of State on April 23, 1976 and as amended by Second Amendment to Certificate of Limited Partnership filed with said Secretary of State on December 24, 1976 (the "Original Certificate") do hereby sign under oath and file this Third Amendment to Certificate of Limited Partnership, which amends the Original Certificate as follows:

1. Article FOURTH of the Original Certificate is hereby amended to reflect the withdrawal and resignation of Frank M. Hill and Jeannette T. Gaudreau as General Partners and the acquisition by Davenport Associates, Inc. of the interests of Frank M. Hill and Jeannette T. Gaudreau, so that, as amended said Article FOURTH shall read in its entirety as follows:

"FOURTH The partners of the partnership shall be:

<u>General Partners</u>	<u>Residence</u>
Davenport Associates, Inc.	670 North Main Street Providence, Rhode Island
Paul S. Davenport	670 North Main Street Providence, Rhode Island
Charlesgate Nursing Center	100 Randall Square Providence, Rhode Island

Limited Partners

Residence

C. Gordon Bell
Nathan E. Corning
Paul E. George
Henry Landwirth
John Quinn
Vijar J. Shah
William M. Spencer
Roger E. Travis

As to all:
c/o Davenport Associates
15 Westminster Street
Providence, RI 02903

2. Pursuant to Article THIRTEENTH of the Original Certificate and Section 7-13-21 of the Rhode Island Uniform Limited Partnership Act, the remaining general partners, Davenport Associates, Inc., Paul S. Davenport and Charlesgate Nursing Corporation shall continue the business of the partnership.

IN WITNESS WHEREOF, we have executed this Third Amendment to Certificate of Limited Partnership as of the 6th day of August, 1981.

Remaining General Partners

DAVENPORT ASSOCIATES, INC.

By: Marcel A. Richard
Marcel A. Richard
Secretary/Treasurer

Paul S. Davenport
Paul S. Davenport

CHARLESGATE NURSING CORPORATION

By: Marcel A. Richard
Marcel A. Richard
Secretary/Treasurer

Withdrawing General Partners

Frank M. Hill
Frank M. Hill

Jeannette M. Gaudreau
Jeannette M. Gaudreau

Limited Partners

Marcel A. Richard
Attorney in fact

C. Gordon Bell
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

Paul E. George
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

John Quinn
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

William M. Spencer III
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

Nathan E. Corning
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

Henry Landwirth
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

Vijar J. Shan
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

Roger E. Travis
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

Vincent Cuzziere
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

S. Robert Rimer
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

Daivd Auerbach
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement of Limited Partnership

Marcel A. Richard
Attorney in fact

Robert H. Kraft
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

Marcel A. Richard
Attorney in fact

J. Rimer, Guardian R. Rimer
By: Marcel A. Richard,
Secretary/Treasurer of
Davenport Associates, Inc.
pursuant to Power of Attorney
contained in Section 9.16 of
Agreement to Limited Partnership

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In said County and State on the 6th day of AUGUST, 1981, before me personally appeared Marcel A. Richard, Secretary/Treasurer of Davenport Associates, Inc., to me known and known by me to be the person executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and deed and the free act and deed of Davenport Associates, Inc. in his said capacity.

Charles F. Rogers Jr.
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In said County and State on the 6th day of AUGUST, 1981, before me personally appeared Paul S. Davenport to me known and known by me to be the person executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and deed.

Charles F. Rogers Jr.
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In said County and State on the 6th day of AUGUST, 1981, before me personally appeared Marcel A. Richard, Secretary/Treasurer of Charlesgate Nursing Center to me known and known by me to be the person executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and deed and the free act and deed of Charlesgate Nursing Center in his said capacity.

Charles F. Rogers Jr.
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

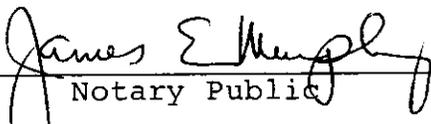
In said County and State on the 6th day of August, 1981, before me personally appeared Frank M. Hill to me known and known by me to be the person executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and deed.


Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

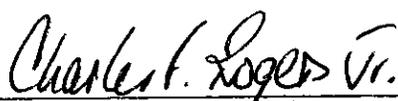
In said County and State on the 6th day of August, 1981, before me personally appeared Jeannette M. Gaudread, to me known and known by me to be the person executing the foregoing instrument and she acknowledged said instrument by her executed to be her free act and deed.


Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In said County and State on the 6th day of AUGUST, 1981, before me personally appeared Marcel A. Richard, as Attorney-in-Fact for C. Gordon Bell, Nathan E. Corning, Paul E. George, Henry Landwirth, John Quinn, Vijar J. Shah, William M. Spencer, III, Roger E. Travis, Vincent Cuzziere, Robert H. Kraft, S. Robert Rimer, J. Rimer, Guardian R. Rimer, and David Auerbach to me known and known by me to be the person executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and deed in his said capacity.


Notary Public

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