

4/22/76

RECEIVED & FILED APR 23 1976

FIRST 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, (the "Original Certificate") do hereby sign under oath and file this First 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 Daniel A. Donovan and Donatelli Building Co., Inc. as general partners, so that, as amended, said Article FOURTH shall read in its entirety as follows:

"FOURTH The partners of the partnership shall be:

General Partners

Residence

Davenport Associates, Inc.

15 Westminster Street
Providence, R.I. 02903

Paul S. Davenport

31 Trowbridge Drive
North Kingstown, R.I.

APR 23-76 Secretary of State 640 CD \$2.00

rec

Limited Partners

Residence

Robert S. Gershkoff

85 Ferncrest Avenue
Cranston, R.I.

Marcel A. Richard

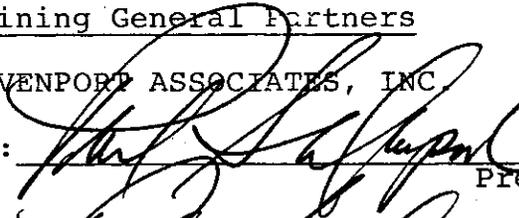
Johnson Road
Foster, R.I."

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. and Paul S. Davenport, shall continue the business of the partnership.

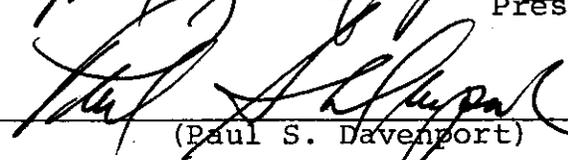
IN WITNESS WHEREOF, we have executed this First Amendment to Certificate of Limited Partnership as of the 23rd day of April, 1976.

Remaining General Partners

DAVENPORT ASSOCIATES, INC.

By: 

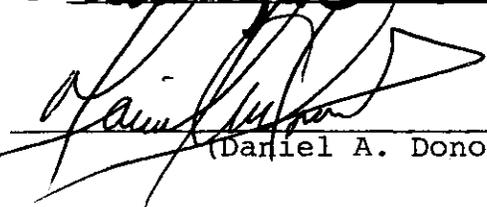
President


(Paul S. Davenport)

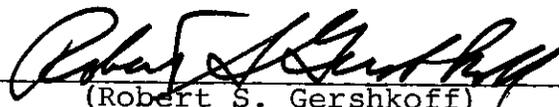
Withdrawing General Partners

DONATELLI BUILDING CO., INC.

By:  Pres.


(Daniel A. Donovan)

Limited Partners

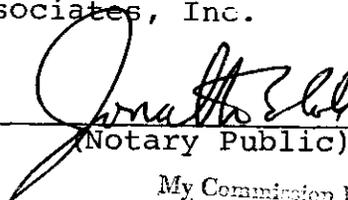

(Robert S. Gershkoff)


(Marcel A. Richard)

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In the City of Providence in said County and State this *23rd* day of April, 1976, then personally appeared before me Paul S. Davenport, President of Davenport Associates, Inc., to me personally known, who being duly sworn did acknowledge the foregoing instrument by him subscribed as President of Davenport Associates, Inc. to be his free act and deed and the free act and deed of Davenport Associates, Inc.


(Notary Public)

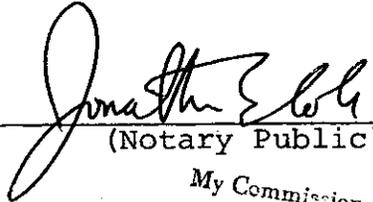
My Commission Expires
June 30, 1976

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In the City of Providence in said County and State this *23rd* day of April, 1976 then personally appeared before me Paul S. Davenport, Marcel A. Richard and Robert S. Gershkoff, to me personally known, who being duly sworn did severally acknowledge the

foregoing instrument by them subscribed to be their free act and deed.

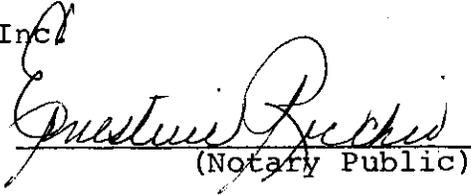


(Notary Public)

My Commission Expires
June 30, 1976

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

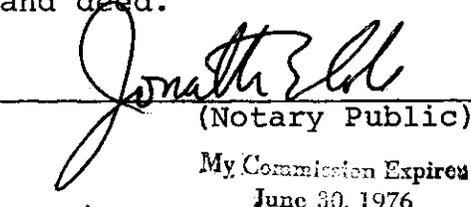
In the City of Providence in said County and State this 3rd day of April, 1976, then personally appeared before me Anthony D. Donatelli the President of Donatelli Building Co., Inc., to me personally known who being duly sworn, did acknowledge the foregoing instrument by him subscribed as President of Donatelli Building Co., Inc. to be his free act and deed and the free act and deed of Donatelli Building Co., Inc.



(Notary Public)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Providence in said County and State this 23rd day of April, 1976 then personally appeared before me Daniel A. Donovan, to me personally known, who being duly sworn, did acknowledge the foregoing instrument by him subscribed to be his free act and deed.



(Notary Public)

My Commission Expires
June 30, 1976