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Filing Fee: \$100.00



State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

JUN 10 1997

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

Harborside Rehabilitation Limited Partnership

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is Harborside Rehabilitation Limited Partnership OK
and, if different, the name which it proposes to register and transact business in the State of Rhode Island is
(If not applicable, so state)

SECOND: It is organized under the laws of Massachusetts
and the date of its formation is October 21, 1993

THIRD: The general character of the business it proposes to transact in Rhode Island is:
To provide physical therapy, occupational therapy and speech therapy services, as well as other related services primarily to residents in congregate care facilities and all other acts allowable by law.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is c/o Corporation Service Company,
Suite 900, 170 Westminster Street, Providence, Rhode Island 02903
and the name of the agent resident in Rhode Island at that address is Corporation Service Company

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By [Signature] #9
1858/6

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....
470 Atlantic Avenue, Boston, MA 02210; Attn: Legal Department

SEVENTH. The name and business address of each general partner (s):

General Partner (s)	Address (es)
Harborside Health I Corporation	470 Atlantic Avenue
	Boston, MA 02210
	Attn: Legal Department

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions 470 Atlantic Avenue, Boston, MA 02210; Attn: Legal Department

NINTH: A mailing address for the foreign limited partnership 470 Atlantic Avenue, Boston, MA 02210; Attn: Legal Department

TENTH: A statement of the aggregate capital contributions of the limited partner (s) is \$990.

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed. None

Dated June 1, 1997

Harborside Rehabilitation
Limited Partnership

(Exact name of Limited Partnership making application)

By: Harborside Health I Corporation,
general partner

By: *K. Scott O'neil*
Its: Assistant Secretary

Commonwealth
State of Massachusetts

} Sc.

County of Suffolk

At *Boston* in said county on this *6th*
day of *June*, 19 *97*, personally appeared before me

K. Scott O'neil
who, being by me first duly sworn, declared that he/she is a General Partner of the *Harborside Rehabilitation Limited Partnership*, that he/she signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.

Erin L. Abernathy
Notary Public

an officer of the

ERIN L. ABERNATHY
Notary Public
Commonwealth of Massachusetts
My Commission Expires April 23, 2004