

OR REGISTERED AGENT, OR BOTH.
OF

AKSHAY K. TALWAR C/O BRIARCLIFFE HEALTHCARE

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)

amended, the undersigned corporation, organized under the laws of the State of
RHODE ISLAND, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is MEDICAL HOMES OF RHODE ISLAND, INC. D/B/A
BRIARCLIFFE HEALTHCARE

SECOND: The address of its present registered office is

EDWARDS & ANGELL, 2700 HOSPITAL TRUST TOWER, PROVIDENCE, R. I. 02903

THIRD: The address to which its registered office is to be changed is

BRIARCLIFFE HEALTHCARE FACILITY, P.O. BOX 19550, JOHNSTON, R.I. 02919

FOURTH: The name of its present registered agent is THOMAS E. PITTS,
EDWARDS & ANGELL

FIFTH: The name of its successor registered agent is AKSHAY K. TALWAR,
BRIARCLIFFE HEALTHCARE FACILITY

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated FEBRUARY 20, 1990

Alphonse R. Cardi

By ALPHONSE R. CARDI, M.D.

Its President

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At PROVIDENCE
FEBRUARY 20, 1990, personally appeared before me ALPHONSE
CARDI, M.D., who, being by me first duly sworn, declared that he
is the PRESIDENT of MEDICAL HOMES OF R.I. INC.
he signed the foregoing document as PRESIDENT of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Dan R. Velant
Notary Public

My Commission Expires June 30, 1991