

Filing Fee: \$50.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That we, the undersigned, of
Health Facilities Associates, a Limited Partnership
desiring to amend the Certificate of said partnership, under and by virtue of the power conferred by
Chapter 7-13-9 of the General Laws of Rhode Island hereby execute the following Certificate of
Amendment to its Certificate of Limited Partnership.

FIRST. The name of the Limited Partnership is
Health Facilities Associates, a Limited Partnership

SECOND. The date of the filing of the Certificate of Limited Partnership is
November 14, 1984

THIRD. The Certificate of Limited Partnership (as amended on December 28, 1984)

(List all dates of amendment or omit if not applicable)

is amended as follows:

(Insert amendment)

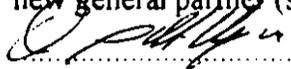
To reflect various transfers, current information concerning the Investor
Limited Partners and adjustments to the Investor Limited Partners' Capital
Contributions required under the First Amended and Restated Agreement and
Certificate of Limited Partnership of the Partnership (the "Partnership
Agreement"), Schedule A to the Partnership Agreement is hereby amended in
its entirety to read as set forth in Schedule A attached hereto.

Handwritten: RL # 35 133646

(Over)

In Testimony Whereof, We have hereunto set our hands and stated our residences this.....
23 day of January..... A.D. 19 95 ..

Signature (s) of at least one general partner and by each other general partner(s) designated as a new general partner (s).



David M. Ryan, General Partner

State of Rhode Island

} Sc.

County of Providence

At Providence..... in said county on the 23 day of January.....
19 95, before me personally appeared David M. Ryan.....
who being by me first duly sworn, declared that he/she is the General Partner..... of
Health Facilities Associates, a Limited Partnership..... that he/she signed the foregoing document as such
General Partner..... of the limited partnership..... and that the statements therein are true.



Notary Public
MY COMM. EXPIRES 12/31/95

**SCHEDULE A
INVESTOR LIMITED PARTNERS OF HEALTH FACILITIES ASSOCIATES**

	<u>Units</u>	<u>Capital Contribution *</u>
Albemarle Partnership II, c/o R. Galli, Esq., 111 Wayland Ave., Prov., RI 02906	1.00	50,734
Myles J. Ambrose, Ross & Hardies., 888 16th St. N.W.W., Washington, DC 20006	0.50	25,367
Roger W. Bantle, RWB Controls, Inc., 580 Kennedy Road, Cheektowaga, NY 14227	1.00	50,734
Mr. and Mrs. David T. Barr, 3 Triphammer Lane, Ithica, NY 14850	1.00	50,734
Ursula Beauregard, 169 Hope Street, Bristol, RI 02509	1.00	50,734
Mr. and Mrs. Rodney Beebe, Box 602, Quechee, VT 05059	2.00	101,468
Francis R. Beers, 9020 Kings Crown Road, Richmond, VA 23236	1.00	50,734
Mr. and Mrs. John Belko, P.O. Box 156, Adamsville, RI 02801	0.50	25,367
Daniel Bernath, 2257 Carroll Road, Bay City, MI 48708	1.00	50,734
Bernard J. Berstein, 352 Grotto Avenue, Providence, RI 02906	1.00	50,734
Mr. and Mrs. Gerald Biondi, 4 Overlook Drive, Canton, CT 06019	1.00	50,734
James G. Biondi, Apex Machine Tool Co., 21 Spring Lane, Framingham, CT 06032	1.00	50,734
Michael Biondi, 130 Terryville Road, Harwinton, CT 06791 (2nd Mailing)	1.00	50,734
Mr. and Mrs. Ivan Bissell, 8570 Lower E. Hill Rd., Colden, NY 14033	0.50	25,367
George R. Brown, Jr., 4 Shubael Road, Box 599, Higganum, CT 06441	1.00	50,734
Gustin L. Buonaiuto, The Horizon Group, 469 Centerville Road, Warwick, RI 02886	2.00	101,468
MMr. and Mrs. Stephen H. Connolly, 4604 Deerfield Circle, Peabody, MA 01960	1.00	50,734
Leonard Cutler, Professional Life Planning, P.O. Box 629, Avon, CT 06001	1.50	76,101
Vincent Cuzziere, 37 Preston Street, Malden, MA 02148	2.00	101,468
William S. Davidson, House & Davidson, P.O. Box K-200, Richmond, VA 23288	0.50	25,367
James S. Davis, Elmer W. Davis, Inc., 1217 Clifford Avenue, Rochester, NY 14621	1.00	50,734
Stephen Pare Degot, 105 Lockwood Road, Riverside, CT 06870	2.25	114,151.50
Bernard Dolan, 7 Wainwright #41, Winchester, MA 01890	1.00	50,734

	<u>Units</u>	<u>Capital Contribution *</u>
Mohammad El-Hillal, 144 Summit Drive, N. Huntingdon, PA 15642	1.00	50,734
Robert Fagan, 12 Copper Beach Lane, Farmington, CT 06032	1.00	50,734
Morton Feldman, 8617 Keller Avenue, Stevenson, MD 21153	1.00	50,734
Stuart N. Ford, Route 1 Box 91B, Manakin, VA 23103	1.00	50,734
Frances A. Hess, 35 E. 75th St. #3E, New York, NY 10021	1.00	50,734
Jon B. Hill, P.O. Box 190, Prov. Forge, VA 23140	1.00	50,734
Ernest D. Humphreys, MacAdams & Wieck, 101 Dyer Street, Providence, RI 02903	0.50	25,367
Gary B. Johnson, 12 Greenport Avenue, Medford, NY 11763	1.00	50,734
Jack S. Kennedy, 14 Bainbridge Road, West Hartford, CT 06119	1.00	50,734
Peter L. Kennedy, Esq., Adler Pollock, 2300 Hosp. Trust Tower, Prov., RI 02903	0.50	25,367
Edith Klimberg Trustee, 4937 Live Oak Boulevard, Del Ray Beach, FL 33443	2.00	101,468
Stanley B. Klimberg, 525 East 72nd Street, Apt. #41H, New York, NY 10021	1.00	50,734
Paul B. Kolker, MD, P.O. Box 411, Old Westbury, NY 11568	1.00	50,734
Lawrence J. Komatz, 880 15th Street, Oakmont, PA 15139	0.50	25,367
Robert J. Lapidus, 515 Maple Shade Road, Middletown, CT 06457	2.00	101,468
Mr. and Mrs. William E. Lee, 3 Woodland Circle, Rochester, NY 14622	0.50	25,367
Robert Lesser, Briar Lane, Box 739, Wellfleet, MA 02667	1.00	50,734
Mr. and Mrs. John L. Loffredo, 725 Grand Marais, Grosse Pte. Park, MI 48230	1.00	50,734
Irvin G. Cubis, 16 Pocono Road, Suite 304, Denville, NJ 07834	0.50	25,367
Rebecca L. Maloney-Hill, 360 Fenton Mill Road, Williamsburg, VA 23185	1.00	50,734
George C. McWeeney, Jr., 9 Big Pines Road, Westport, CT 06880	1.00	50,734
Mr. and Mrs. Richard J. Miga, 80 Corona Street, Warwick, RI 02886	1.00	50,734
Meyer Morris, M.M. Morris Assoc., Inc., 32 Goodman Street, Rochester, NY 14607	1.00	50,734
Howard Moses, 1560 Blue Mount Road, Monkton, Md. 21111	1.00	50,734
Hartley S. Neel, RD 2, Stowe, VT 05672	1.00	50,734
Nicholas W. Nerney, The Knobby Krafters, 200 N. Main Street, Attleboro, MA 02703	1.00	50,734

	<u>Units</u>	<u>Capital Contribution</u> *
Charles B. Nichols, 27 North Main Street, East Hampton, CT 06424	1.00	50,734
Kenneth Nissman, c/o Maletsky, 245 E. 19th Street, #3L, New York, NY 10003	0.50	25,367
Eleanor Oldensmith, 70 Island Parkway North, Island Park, NY 11558	0.50	25,367
Gregory Oldensmith, 70 Island Parkway North, Island Park, NY 11558	0.50	25,367
Martin W. Pilgram, Jr., R.D#1, Box 55A, Bolivia, PA 15923	0.50	25,367
Richard B. Polivy, 24 High Hill Road, Bloomfield, CT 06002	0.50	25,367
Richard N. RisCassi, P.O. Box 271379, West Hartford, CT 06127	1.00	50,734
David M. Ryan, 101 Melrose Avenue, Jamestown, R.I. 02835	15.75	799,060.50
Mr. and Mrs. Walter J. Sackville, 4800 North AIA Highway, Apt., 414, Vero Beach, FL 32963	1.00	50,734
Richard G. Saunders Sr., 8 Weatherly Way, Lake Wylie, SC 29710	1.00	50,734
Philip L. Scher, 7004 Blvd. East 6F, Guttenberg, NJ 07093	0.50	25,367
Mr. and Mrs. Robert T. Scott, 2611 Old Taneytown Road, Westminster, MD 21157	1.00	50,734
Elenor C. Smith, Breezy Hill Road, Collinsville, CT 06022	1.00	50,734
Daniel J. Sullivan, 244 Terry Road, Hartford, CT 06105	0.50	25,367
J. Ernest Warinner III, P.O. Box 357, Oroinary, VA 23131	0.50	25,367
Warren K. Wentworth, 26 Southpoint Lane, Ipswich, MA 01938	1.00	50,734
Wm. H. White, Beers & White, Inc., 10132A Hull Street Rd., Midlothian, VA 23113	1.00	50,734
John J. Wright, MD, 2072 County Road 25, Phelps, NY 14532	1.00	50,734

* The Capital Contribution figures reflect adjustments allowed under the Partnership Agreement and, as required under the Partnership Agreement, if a Partner acquired his interest in the Partnership from a prior holder of that interest the Partner's capital contribution includes any amounts contributed to the Partnership by the prior holder of that interest.

SCHEDULE A
GENERAL PARTNER

<u>Name</u>	<u>Capital Contributions</u>	<u>Interest</u>
General Partner:		
David M. Ryan Westwinds 101 Melrose Avenue Jamestown, RI 02835	\$1.00	1%