

Fee: \$50.00

ID Number: 58134



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

- 1 The name of the limited partnership is:

Oakland Grove Associates, L.P.

- 2 The date of filing of the Certificate of Limited Partnership is November 6, 1989

- 3 The Certificate of Limited Partnership (as previously amended on 4/27/92; 1/29/93 and 12/11/93)
(List dates of prior amendment(s) if applicable. If none, so state.)

is amended as follows:

(Insert amendment)

Those amendments as are set forth in the Fourth Amendment to the Certificate of Limited Partnership of Oakland Grove Associates, L.P. attached hereto as Exhibit A and incorporated herein by reference.

FILED

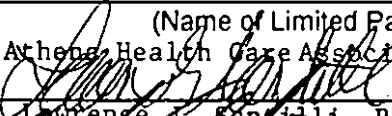
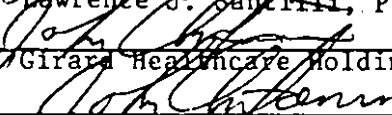
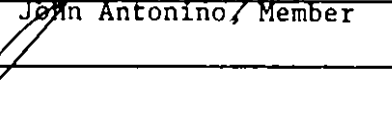
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By LEA 23098

4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership and that all statements contained herein are true and correct.

Dated: May 24, 1999

Oakland Grove Associates, L.P.
(Name of Limited Partnership)
Athens Health Care Associates, Inc., General Part
By 
Lawrence J. Santilli, President
By 
Girard Healthcare Holdings, LLC
By 
John Antonino, Member
By _____
By _____

FOURTH AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF OAKLAND GROVE
ASSOCIATES, L.P.

THIS AGREEMENT made as of the 15th day of February, 1999, by and between FERLAND CORPORATION, a Rhode Island corporation with a principal office at 30 Monticello Road, Pawtucket, Rhode Island ("FC"), GIRARD HEALTHCARE HOLDINGS, LLC, a Connecticut limited liability company with its principal office at 543 Colman Street, New London, Connecticut ("GHCH") and ATHENA HEALTH CARE ASSOCIATES, INC., a corporation with its principal office at 300 Queen Street, Southington, Connecticut ("AHC"), successor to Heritage Health Group, Inc. by merger, (GHCH and AHC hereinafter referred to as "General Partners" or "Partners"), JOHN ANTONINO of Waterford, Connecticut, LEO ANTONINO, JR. of Groton, Connecticut, ELIZABETH ANTONINO of Groton, Connecticut, CHARLES ANTONINO of Groton, Connecticut, LAWRENCE G. SANTILLI of Watertown, Connecticut, JANICE SANTILLI of Morris, Connecticut, ANNE MARIE MURRAY of Southington, Connecticut, EDWARD JAMELE, of Southington, Connecticut, MICHAEL E. MOSIER of Meriden, Connecticut, WILLIAM THOMAS, of Cromwell, Connecticut, THE ESTATE OF LAWRENCE E. SANTILLI, (hereinafter referred to as "Limited Partners" or "Partners").

WHEREAS, the General Partners and Limited Partners entered into a Limited Partnership Agreement and Certificate (the "Agreement") dated as of the 1st day of September, 1989;

WHEREAS, a First Amendment was entered into as of August 22, 1991;

WHEREAS, a Second Amendment was entered into as of December 11, 1992;

WHEREAS, a Third Amendment was entered into as of November 25, 1996;

WHEREAS, the parties now desire to make further Amendments to the Certificate.

NOW THEREFORE, for valuable consideration, each to the other given, the receipt and sufficiency of which is hereby acknowledged, the General Partners and Limited Partners agree as follows:

1. FC hereby withdraws from the Partnership as a General Partner and as a Limited Partner and assigns its percentage interest in the Partnership to AHC, GHCH and the Limited Partners as set forth in Exhibit A attached hereto and made a part hereof by reference.
2. FC shall have no further liability and/or responsibility for any Partnership acts.

3. ACH, GHCH and the Limited Partners each agree to continue the business of the Partnership which shall terminate on December 31, 2039.

4. The Agent for Service of Process for the Partnership is Moses and Afonso, Ltd., 170 Westminster Street, Suite 201, Providence, Rhode Island 02903.

In all other respects the Certificate(as amended) remains in full force and effect.

IN WITNESS WHEREOF, the parties hereto have set their duly authorized signatures as of the day and year first above written.

OAKLAND GROVE ASSOCIATES, L.P.

General Partner: ATHENA HEALTH CARE ASSOCIATES, INC.

By: 

Lawrence G. Santilli, President

General Partner: GIRARD HEALTHCARE HOLDINGS, LLC

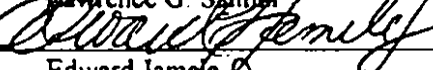
By: 

John Antonino, Member

Limited Partners:


John Antonino


Lawrence G. Santilli


Edward Jamele


Janice Santilli


Anne Marie Murray


Elizabeth Antonino


Leo Antonino, Jr.


Charles Antonino


Michael E. Mosier


William Thomas

ATHENA HEALTH CARE ASSOCIATES, INC.

By:

Lawrence G. Santilli
Lawrence G. Santilli, President

THE ESTATE OF LAWRENCE E. SANTILLI

By:

Lawrence G. Santilli
Lawrence G. Santilli, Custodian

By:

Jarce Santilli
Jarce Santilli, Custodian

Withdrawing General Partner: Ferland Corporation

By:

William R. Thornley
William R. Thornley, Vice-President

Withdrawing Limited Partner: Ferland Corporation

By:

William R. Thornley
William R. Thornley, Vice-President