STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

NON-PROFIT CORPORATION

ORIGINAL OF
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ST. ELIZABETH ACQUISITION CORP.

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is **St. Elizabeth Acquisition Corp.**

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

That Article FIRST of the Articles of Incorporation of the Company be amended in its entirety to read as follows:

"FIRST: **The name of the corporation is Metacom Manor Health Center.**"

THIRD: The amendment was adopted in the following manner:

The amendment was adopted by a consent in writing signed under date of December 11, 1990 by the Sole Incorporator of the corporation.

Dated: _Jan. 10_, 199_1_   St. Elizabeth Acquisition Corp.

By:_____
Leo G. Hutchings, President

and _____
Canon Clifton Daniel, III,
Secretary

08451/2

JAN 11 1991

HINCKLEY, ALLEN, SNYDER & COMEN

Attorneys at Law   December 26, 1990

Secretary of State of Rhode Island
Corporations Division
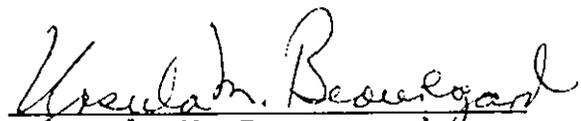100 North Main Street
Providence, Rhode Island   0290

RE: Consent to Use of Name

Dear Sir or Madam:

In connection with the proposed name use by St. Elizabeth Acquistiion Corp. (the "Corporation"), the undersigned hereby consents and agrees that the Corporation may conduct business in the State of Rhode Island under the name Metacom Manor Health Center, Inc. and may otherwise use that name in the conduct of its business in the State of Rhode Island.

Very truly yours,

METACOM MANOR HEALTH
CENTER, INC.

Ursula M. Beauregard,
Vice President

Dated: December 28, 1990

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