

No Fee

Corp ID # _____

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.
OF

Avalon Nursing Home, Inc.

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, 1966, as
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
Avalon Nursing Home, Inc.

SECOND: The address of its present registered office is
2 Dexter Street Pawtucket, Rhode Island

THIRD: The address to which its registered office is to be changed is
57 Stokes Street Warwick, Rhode Island P.O.Box 9098

FOURTH: The name of its present registered agent is
Claude F. Lefebure

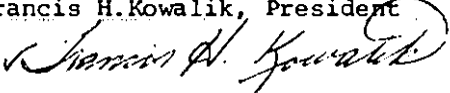
FIFTH: The name of its successor registered agent is
Francis H. Kowalik % Avalon Nursing Home, Inc.

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 3-11, 1988

Francis H. Kowalik, President

By 
Its President

STATE OF Rhode Island }
COUNTY OF Kent } Sc.

At Avalon Nursing Home, Inc. in said county on this 11th day
of March, 1988, personally appeared before me
Francis H. Kowalik, who, being by me first duly sworn, declared that he
is the President of Avalon Nursing Home, Inc.
that he signed the foregoing document as Francis H. Kowalik, President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public

ENTERED MAR 24 1988

MAR 14 1988