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LIMITED PARTNERSHIP AMENDMENT

GRAMERCY PARK NURSING CARE CENTER, LIMITED

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

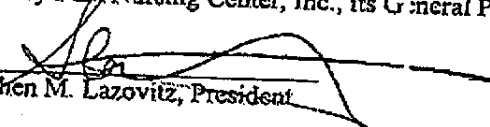
GRAMERCY PARK NURSING CARE CENTER, LIMITED

The undersigned, desiring to amend and restate the Certificate of Limited Partnership of Gramercy Park Nursing Care Center, Limited pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, does hereby certify as follows:

- FIRST: The name of the Limited Partnership is: **Gramercy Park Nursing Care Center, Limited.**
- SECOND: The date of formation of the limited partnership is: **September 2, 1983.**
- THIRD: The address of the registered office of the limited partnership in Florida is **1150 Hallandale Beach Boulevard, Suite A, Hallandale, FL 33009-4412.** The limited partnership's registered agent at that address is **Leonard Oshinsky, P.A.**
- FOURTH: The name and address of the sole general partner is:
- Gramercy Park Nursing Center, Inc.
1114 Wynwood Ave.
Cherry Hill, NJ 08002**
- F50630
- FIFTH: The mailing address for the limited partnership is **1114 Wynwood Ave. Cherry Hill, NJ 08002.**
- SIXTH: The latest date upon which the limited partnership is to dissolve is **December 21, 2032.**

IN WITNESS WHEREOF, the undersigned constituting the sole general partner of the Partnership, has caused this Amended and Restated Certificate of Limited Partnership to be duly executed on this 22nd of February, 2001.

**GRAMERCY PARK NURSING CARE CENTER,
LIMITED**
by Gramercy Park Nursing Center, Inc., its General Partner

By: 
Stephen M. Lazovitz, President

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