



THE UNITED STATES
CORPORATION
COMPANY

A17589

ACCOUNT NO. : 072100000032

REFERENCE : 394837 5020855

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -7 PM 4:06

ORDER DATE : September 30, 1999

ORDER TIME : 9:50 AM

ORDER NO. : 394837-010

200003008512--8

CUSTOMER NO: 5020855

CUSTOMER: Ms. Cassondra Joseph
The Nathanson Group Pllc
1411 Fourth Ave.
Suite 905
Seattle, WA 98101

DOMESTIC AMENDMENT FILING

NAME: THE ATRIUM OF JACKSONVILLE,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
99 OCT -7 AM 10:37
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

Brc 10/7/99

**THIRD CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE ATRIUM OF JACKSONVILLE, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -7 PM 4:06

The undersigned hereby executes and files this Third Certificate of Amendment to the Amended and Restated Certificate of Limited Partnership of The Atrium of Jacksonville, Ltd., a Florida limited partnership, as filed with the Florida Department of State on June 1, 1988, which amended and restated the original Certificate of Limited Partnership filed on August 2, 1984, (Document No. A17589), as amended.

This Third Certificate of Amendment is being duly executed and filed in accordance with Section 620.109, Florida Statutes, to reflect the admission of a new general partner, the name and address of which are:

Retirement Care G. P. Corporation,
a New Mexico corporation
c/o Sun Healthcare Group, Inc.
101 Sun Avenue, N.E.
Albuquerque, New Mexico 87109

99080005174

in substitution, by contribution and transfer, for Retirement Care Associates, Inc., which has withdrawn, and does hereby withdraw, as a general partner.

No other changes are applicable at this time.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned Retirement Care Associates, Inc. has executed this Third Certificate of Amendment on behalf of the limited partnership in accordance with the Power of Attorney granted in the Partnership Agreement and the undersigned Retirement Care G. P. Corporation has executed this Third Certificate of Amendment as required by Section 620.114, Florida Statutes as of October 5, 1999.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 14 4:06 PM

THE ATRIUM OF JACKSONVILLE, LTD.,
a Florida limited partnership

By: RETIREMENT CARE ASSOCIATES, INC.,
a Colorado corporation
Its: Withdrawing General Partner

By: Michael T. Berg
Michael T. Berg
Secretary

By: RETIREMENT CARE G. P. CORPORATION,
a New Mexico corporation
Its: New General Partner

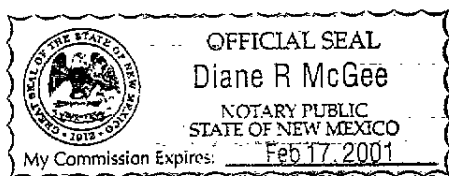
By: Michael T. Berg
Michael T. Berg
Secretary

ACKNOWLEDGMENT

STATE OF NEW MEXICO)
) ss.
COUNTY OF BERNALILLO)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -7 PM 4:06

This instrument was acknowledged before me on the 5th day of October, 1999, by Michael T. Berg, as Secretary of Retirement Care Associates, Inc. a Colorado corporation, and Retirement Care G.P. Corporation, a New Mexico corporation.



Diane R McGee
Notary Public in and for the State of New Mexico
My commission expires: 2/17/2001