



A94000000915

VIA FEDERAL EXPRESS

November 6, 1998

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Amended and Restated Certificates of Limited Partnership

Dear Sir/Madam:

Enclosed please find the following:

1. Amended and Restated Certificates of Limited Partnership for Harborside Healthcare Network Limited Partnership and Harborside of Florida Limited Partnership, in duplicate, one to be filed and one to be filed stamped;
2. A check in the amount of \$200 to cover the filing fees; and
3. A Federal Express envelope for the return of the filed-stamped document and any other evidence of filing.

Please call me toll free at 800/662-5787 extension 8142, should there be any problems with these filings. Thank you.

Very truly yours,

Erin L. Abernathy
Erin L. Abernathy
Legal Assistant

A94-915

Name	<i>Erin L. Abernathy</i>
Document	<i>Erin L. Abernathy</i>
Updater	<i>Erin L. Abernathy</i>
Updater	<i>Erin L. Abernathy</i>
Verifier	<i>Erin L. Abernathy</i>
Acknowledgment	<i>Erin L. Abernathy</i>
W. P. Verifier	<i>Erin L. Abernathy</i>

ELA/jmc
Enclosures

cc: Scott D. Spelfogel, Esq. (without enclosures)

FF \$52.50
OP 47.50

JNELA98\SOSFL5.LTR

Harbor Plaza, 470 Atlantic Avenue
Boston, Massachusetts 02210
Telephone: (617) 423-2233
Fax (Legal Department): (617) 556-1408



THE BERKSHIRE GROUP

Legal Department

Effective November 23, 1998 we will be relocating our office to One Beacon Street, Boston, Massachusetts 02108. Please update your records accordingly.

VIA FEDERAL EXPRESS

November 18, 1998

Ms. Tammi Cline
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Revised - Amended and Restated Certificates of Limited Partnership

Dear Ms. Cline:

FILED
98 NOV 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

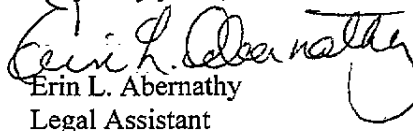
Enclosed please find the above-referenced document for Harborside Healthcare Network Limited Partnership and Harborside of Florida Limited Partnership, in duplicate, one to be filed and one to be filed stamped.

As discussed, you previously rejected the above mentioned document because the registered agent did not sign the documents accepting designation. The registered agent we use does business under two (or more) names. We were amending the registered agent only to reflect the name they prefer to use. However, since your state requires a signature for this change we have chosen not to change the name. The main reason for the amendment is to correct the various addresses.

Please return the filed-stamped documents to my attention at One Beacon Street, Suite 1500, Boston, Massachusetts 02108.

Again, please call me toll free at 800/662-5787 extension 8142, should there be any further problems with these filings. Thank you.

Very truly yours,


Erin L. Abernathy
Legal Assistant

ELA/jmc
Enclosures

cc: Scott D. Spelfogel, Esq. (without enclosures)
J:ELA98\SOSFL7.LTR

Harbor Plaza, 470 Atlantic Avenue
Boston, Massachusetts 02210
Telephone: (617) 423-2233
Fax (Legal Department): (617) 556-1408



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

ERIN L. ABERNATHY
THE BERKSHIRE GROUP
470 ATLANTIC AVENUE
BOSTON, MA 02210

SUBJECT: HARBORSIDE OF FLORIDA LIMITED PARTNERSHIP
Ref. Number: A94000000915

We have received your document for HARBORSIDE OF FLORIDA LIMITED PARTNERSHIP and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 298A00054831

FILED
98 NOV 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT TO AND FIRST RESTATEMENT OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF HARBORSIDE OF FLORIDA LIMITED PARTNERSHIP**

THIS FIRST AMENDMENT TO AND FIRST RESTATEMENT OF CERTIFICATE OF LIMITED PARTNERSHIP ("Amended and Restated Certificate") of Harborside of Florida Limited Partnership (the "Partnership") dated this 5th day of November, 1998 is being duly executed, to be effective November 23rd, 1998, in order to amend and restate in its entirety, as hereinafter set forth, the Certificate of Limited Partnership of the Partnership originally filed with the Florida Department of State on July 6, 1994.

This Amended and Restated Certificate includes an amendment to the address of the general partner and the mailing address of the Partnership.

This Amended and Restated Certificate is being filed in accordance with §620.109 of the Florida Revised Uniform Limited Partnership Act.

1. The name of the Partnership is Harborside of Florida Limited Partnership.
2. The address of the office and the name of the agent at that address for service of process are Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
3. The name and address of the General Partner are Harborside Health I Corporation located at One Beacon Street, Suite 1100, Boston, Massachusetts 02108.
4. The mailing address of the Partnership is c/o Harborside Healthcare Corporation, One Beacon Street, Suite 1100, Boston, Massachusetts 02108.
5. The latest date on which the Partnership may dissolve is December 31, 2044.

IN WITNESS WHEREOF, the sole General Partner of the Partnership has executed this First Amendment to and First Restatement of Certificate of Limited Partnership to be effective as of the date first shown above.

HARBORSIDE HEALTH I CORPORATION,
the sole General Partner

By: _____

K. Scott Griggs
Assistant Clerk/Secretary

FILED
98 NOV 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA