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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 13, 1998

Florida Department of State
Limited Partnership/Amendments
409 East Gaines Street
Tallahassee, FL 32399

Re: Certificate of Amendment to Application of Registration

Dear Sir/Madam:

500002690165-7
-11/18/98--01008--014
*****315.00 *****52.50

Enclosed please find the following:

1. The above referenced document, in duplicate, one to be filed and one to be filed stamped for:

Berkshire Companies Limited Partnership (The)
Berkshire Mortgage Finance Limited Partnership
BRI Altamonte Limited Partnership
BRI Florida Apartments Limited Partnership
BRI Newport Limited Partnership
BRI OP Limited Partnership
BRI Park Colony-Woodland Limited Partnership
BRI Plantation Colony Limited Partnership
Harborside Healthcare Limited Partnership
Harborside Homecare Limited Partnership
Harborside Rehabilitation Limited Partnership
HFCI Limited Partnership
McNab - K C 3 Limited Partnership

Changing
address
MAILED
98 NOV 18 PM 2:30
STATE
TALLAHASSEE, FLORIDA

Name
Availability

Document
Examiner

Updater

Updater
entry

Knowledge of filing

W. P. Verifier

2. Four checks which total \$682.50 to cover the filing fees; and

3. A Federal Express envelope for the return of the filed-stamped documents and any other

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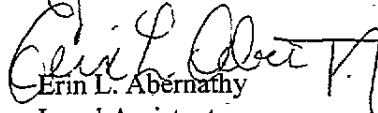
Harbor Plaza, 470 Atlantic Avenue
Boston, Massachusetts 02210
Telephone: (617) 423-2233
Fax (Legal Department): (617) 556-1408

FF \$52.50

Florida Department of State
Limited Partnership/Amendments
November 13, 1998
Page 2

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

Very truly yours,


Erin L. Abernathy
Legal Assistant

ELA/jmc

Enclosures

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

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

Harborside Homecare Limited Partnership

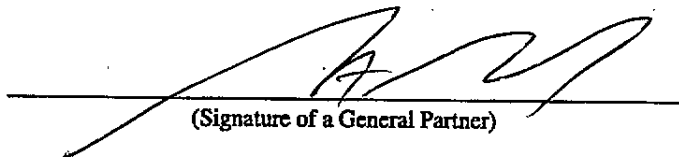
(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

see attached.

KHI CORPORATION, the general partner


(Signature of a General Partner)

Scott D. Speifogel, Secretary/Clerk
(Typed or printed name of General Partner signing above)

98 NOV 18 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF Massachusetts

COUNTY OF Suffolk

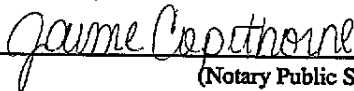
On this 13th day of November, 19 98,
personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____


(Notary Public Signature)

Jaime M. Copithorne
(Notary's Printed Name)

JAIME M. COPITHORNE
Notary Public
Commonwealth of Massachusetts
My Commission Expires September 24, 2004

Seal

My Commission Expires:

STATE OF FLORIDA

**CERTIFICATE OF AMENDMENT TO
APPLICATION FOR REGISTRATION**

Harborside Homecare Limited Partnership

The office of the Partnership in the Commonwealth of Massachusetts is c/o Harborside Healthcare Corporation, One Beacon Street, Suite 1100, Boston, Massachusetts 02108 Attn: Legal Dept.

The name of the general partner of the Partnership is KHI Corporation, with an address of One Beacon Street, Suite 1100, Boston, Massachusetts 02108.

The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions is c/o Harborside Healthcare Corporation, One Beacon Street, Suite 1100, Boston, Massachusetts 02108 Attn: Legal Dept., and the Partnership undertakes and agrees to keep its records until the Partnership's registration in Florida is canceled or withdrawn.

The mailing address of the Partnership is c/o Harborside Healthcare Corporation, One Beacon Street, Suite 1100, Boston, Massachusetts 02108, Attn: Legal Dept.

FILED
98 NOV 18 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA