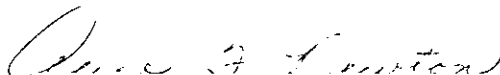


I, Alice F. Newton, Assistant Secretary of  
Coleman-Aimar Hospital, Inc.; Extendicare/Greenville, Inc.;  
and Finger Hospital, Inc.

(the "Constituent Corporations"), corporations organized and  
existing under the laws of the State of South Carolina, hereby  
certify as such Assistant Secretary: (1) that  
this Joint Agreement and Plan of Merger, after  
having been entered into and signed by at least  
a majority of the directors of the Constituent Corporations,  
was duly approved by the sole shareholder of the Constituent  
Corporations pursuant to notice on the 18th day of August, 1971  
in accordance with Section 12-20 of the South Carolina Model Business  
Corporation Act, with no dissenting votes.

IN WITNESS WHEREOF, I hereunto sign my name as  
Assistant Secretary of the Constituent Corporations and affix  
hereto the corporate seals this 18th day of August , 1971.

  
ALICE F. NEWTON,  
Assistant Secretary

(Seal)

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(Seal)

(Seal)