



W. J. "Bill" McCuen
SECRETARY OF STATE

State of Arkansas
SECRETARY OF STATE

State Capitol
Little Rock, Arkansas 72201-1094

To All to Whom These Presents Shall Come, Greetings:

I, Bill McCuen, Secretary of State of the State of Arkansas,
do hereby certify that the following and hereto attached instrument of
writing is a true and perfect copy of

THE ARTICLES OF MERGER
OF
GERIATRICS NURSING CENTERS, INC., AN ARKANSAS CORPORATION
AND
BEVERLY ENTERPRISES, A CALIFORNIA CORPORATION

In Testimony Whereof, I have hereunto set my hand and official seal,
on this, the 4TH day of OCTOBER, 1988.

W. J. "Bill" McCuen
Secretary of State

By: 
(Corporations Division)

California, which may in anywise be necessary or proper to effect such mergers.

5. The number of outstanding shares of each class of Geriatrics Nursing Centers, Inc., a Texas corporation and a wholly-owned subsidiary of Beverly Enterprises, a California corporation, and the number of such shares owned by Beverly Enterprises, a California corporation, are as follows:

<u>Number of Outstanding Shares of Geriatrics Nursing Centers, Inc.</u>	<u>Number of Outstanding Shares of Geriatrics Nursing Centers, Inc. owned by Beverly Enterprises</u>
1000 shares of common stock, with no other classes of stock outstanding	1000

6. The address of the principal office of Beverly Enterprises, a California corporation, in the State of California is: Beverly Enterprises, 873 South Fair Oaks Avenue, Pasadena, California 91105.

7. Beverly Enterprises, a California corporation, duly authorized to do business in the State of Arkansas and the surviving corporation, hereby: (a) agrees that it may be served with process in the State of Arkansas in any proceeding for the enforcement of any obligation of Geriatrics Nursing Centers, Inc., an Arkansas corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such Arkansas corporation against Beverly Enterprises, a California corporation and the surviving corporation; (b) irrevocably appoints the Secretary of State of the State of Arkansas as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of Geriatrics Nursing Centers, Inc., an Arkansas corporation, the amount, if any, to which they shall be entitled under the provisions of the Arkansas Business Corporation Act with respect to the rights of dissenting shareholders.

8. These Articles of Merger and the merger contemplated hereby shall become effective when duly filed in the offices of the Secretary of State of the State of Arkansas.

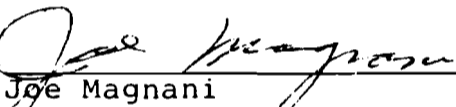
9. A copy of the Plan of Merger was mailed to Beverly Enterprises as sole shareholder of Geriatrics Nursing Centers, Inc. on February 18, 1982, and Beverly Enterprises has waived in writing the thirty-day waiting period provided for in Ark. Stat. Ann. 64-709 (Repl. 1980) and the requirement that it receive a copy of such Plan of Merger.

Dated this 19th day of February, 1982.

BEVERLY ENTERPRISES
A California Corporation

By 
Bobby W. Stephens

Its Vice President

and 
Joe Magnani

Its Assistant Secretary

I, Bobby W. Stephens, Vice President of Beverly Enterprises, hereby attest and verify that I have read the foregoing Articles of Merger and know the contents thereof and know that the same are true and correct of my own knowledge.

Executed this 19th day of February, 1982.



ACKNOWLEDGMENT

STATE OF ARKANSAS)
) SS
COUNTY OF Sebastian)

I, Nancy P. Short, a Notary Public in and for the County and State aforesaid, do hereby certify that Bobby W. Stephens, personally known to me as Vice President of Beverly Enterprises, a California corporation, subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that he, being duly authorized, signed, sealed with the seal of said Corporation, and delivered the said instrument as the free and voluntary act of said Corporation for the uses and purposes therein set forth.

Given under my hand and notorial seal this 19th day of February, 1982.

Nancy P. Short
Notary Public

My Commission Expires:

My Commission Expires Nov 14, 1989

ACKNOWLEDGMENT

STATE OF ARKANSAS)
) SS
COUNTY OF SEBASTIAN)

I, Nancy P. Short, a Notary Public in and for the County and State aforesaid, do hereby certify that Joe Magnani, personally known to me as Assistant Secretary of Beverly Enterprises, a California corporation, subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that he, being duly authorized, signed, sealed with the seal of said Corporation, and delivered the said instrument as the free and voluntary act of said Corporation for the uses and purposes therein set forth.

Given under my hand and notorial seal this 19th day of February, 1982.

Nancy P. Short
Notary Public

My Commission Expires:
