

JUN-30-97 MON 12:54 PM SUMMIT REHAB SERVICES, INC 2083228268

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JUN-25-1997 11:15	IDaho BEHR COMMISSION	2000 5000 1000 1000
JUN-26-1997 11:17	IDaho BEHR COMMISSION	2073 1041 141 100

**UNANIMOUS WRITTEN CONSENT OF
BOARD OF DIRECTORS OF
SUMMIT INDUSTRIAL INJURY MANAGEMENT, INC.**

The undersigned, constituting all of the members of the Board of Directors of Summit Industrial Injury Management, Inc., an Idaho corporation (the "Corporation"), hereby consent to the following actions of the Board without a meeting and unanimously adopt the following Resolutions:

WHEREAS the Corporation now has outstanding 55,550 shares of common stock, all of which are owned as follows:

<u>Name of Shareholder</u>	<u>Shares Owned</u>
Donald Scott Cryder	50,000
Lee Barton	5,550

WHEREAS Lee Barton is willing to purchase the entire 50,000 shares of common stock owned by Donald Scott Cryder,

RESOLVED, that the Corporation accept the resignation of Donald Scott Cryder as a member of the Board of the Corporation and as President of the Corporation, and

RESOLVED, that the Corporation accept the resignation of Ellen G. Cryder as Secretary of the Corporation, and

RESOLVED, that the Corporation accept the nomination of Lee Barton as a member of the Board of the Corporation and as President of the Corporation.

JUN-30-97 MON 12:36 PM SUMMIT REHAB. SERVICES, PA 2083222222

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RESOLVED, that the Corporation accept the nomination of Constance E. Barton as Secretary of the Corporation.

RESOLVED FURTHER, that the officers and directors of the Corporation are authorized and directed to take such actions and execute such documents as may be required to carry out the purposes of these Resolutions.

The foregoing actions are taken pursuant to Idaho Business Corporations Act Section 30-1-44 and the bylaws of the corporation shall be filed with the minutes of proceedings of the Corporation.

DATED: Dec. 31, 1996.

Donald Scott Cyder
Donald Scott Cyder

Lee Barton
Lee Barton