



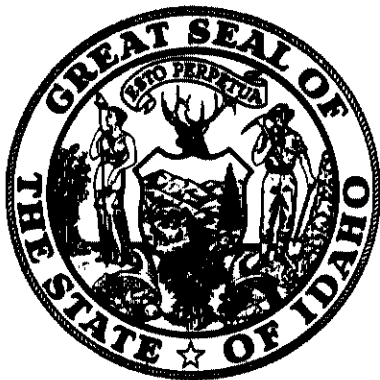
**CERTIFICATE OF INCORPORATION
OF**

DIGNIFIED HOME HEALTH CARE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **October 23, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

Oct 23 2 01 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

DIGNIFIED HOME HEALTH CARE, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being of full age, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the state of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is Dignified Home Health Care, Inc.

SECOND

The purposes and objects for which the corporation is formed are:

(a) To engage in the general business of marketing and distribution and to do any and all businesses incidental thereto, and to erect and operate, deal in, buy, sell or lease all personal and real property necessary or convenient for such business, and in general to engage in the mercantile business of buying, selling, leasing, importing, exporting, distributing and dealing in goods, wares and merchandise;

(b) To buy, sell, acquire, hold own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description;

(c) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditament and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(d) To acquire by purchase, subscription, or otherwise and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issues or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights,

powers and privileges of ownership, including the right to vote thereon.

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contract to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize, and as may be permitted by law;

(g) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided further that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(h) To purchase or otherwise acquire the whole or any part of the property, assets, business and good-will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(j) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(k) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the state of Idaho upon corporations formed under the general corporation laws of the said state, or under any act amendatory thereof or supplemental thereto or substituted therefore;

The foregoing clauses are to be constructed both as objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation provided that the

enumeration herein of specific general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the act hereinbefore referred to, or any amendment thereof or supplemental thereto, or substitute therefor, may not at any time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraph (a) to (k), inclusive of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FORTH

The location and post office address of the registered office of the corporation is 5107 Overland Rd, Suite A, Boise, Idaho, 83705.

FIFTH

The amount of the capital stock of this corporation shall be and is one hundred shares, at a par value of \$1.00 per share.

SIXTH

The shareholders elected as the Board of Directors Kari A. Megis, President, 4483 North Patton Avenue, Boise, Idaho, 83704.

The initial registered agent and the incorporator shall be Kari A. Megis, 4883 No. Patton Avenue, Boise, Idaho, 83704. The initial registered office address shall be 5107 Overland Rd., Suite A, Boise, Idaho, 83705.

NAME	POST OFFICE ADDRESS	NO. OF SHARES
Kari A. Megis	5107-A Overland Rd, Boise, ID. 83705	49

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of the directors of the corporation shall be specified by the by-laws, and such number may, from time to time, be increased or decreased in such manner as may be prescribed in the by-laws, provided the number of directors of the corporation shall not be less than three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting the stockholders and until their successors are elected and qualified.

NINTH

Stockholders of the corporation shall have preemptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued, or sold, and the board of directors, in issuing stock of the corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the stockholders of the corporation.

TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good-will and its corporate franchises, may be made by the board of directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

ELEVENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that are of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of officer of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or sell have been known to the board of directors or a majority thereof; andy any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

The board of directors is expressly authorized to repeal and amend the by-laws of the corporation and to adopt new by-laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner, now or hereafter, as prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders, or any meeting duly called for that purpose, except when the laws of the State of Idaho provide otherwise.

Kari A. Megis
Kari A. Megis, Incorporator

On this ____ day of _____ 1991, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared before me the person known by me to be the person whose name appears on the above statement, and acknowledged to me that they did execute the same, that they are a citizen of the United States of America, and over the age of twenty one years.

Notary Public
Residing at Boise, Id.

My commission expires _____