

ARTICLES OF INCORPORATION

OF

ALTITUDE PHYSICAL THERAPY, INC. STATE OF IDAHO

2005 JAN 31 PM 2:48

The undersigned, acting as incorporators of a Corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **ALTITUDE PHYSICAL THERAPY, INC.**

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized are: the transaction of any or all lawful business for which Corporation may be incorporated under the Idaho Corporation Act.

FOURTH: The total authorized capital stock which the Corporation shall be authorized to issue shall include the following: 10,000 shares of common stock with no par value per share.

Each outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Payment of dividends and redemption of stock shall be subject to restrictions set forth in the laws of the State of Idaho.

FIFTH: There are no special provisions denying preemptive rights and shareholder preemptive rights shall be determined in accordance with Idaho Law.

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
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SIXTH: To the extent permitted by law, the Corporation is authorized to repurchase its own shares and, when so doing, may utilize both unreserved and unrestricted earned surplus and unreserved and unrestricted capital surplus and common and preferred capital and paid in capital.

SEVENTH: The address of the initial registered office of the Corporation is 211 East Logan, Suite 101, Caldwell, Idaho 83605, and the name of its initial registered agent at such address is **Brian Trudeau**.

EIGHTH: The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Brian Trudeau	211 E. Logan, Suite 101 Caldwell, Idaho 83605
Sean Weatherston	211 E. Logan, Suite 101 Caldwell, Idaho 83605

NINTH: The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian Trudeau	211 E. Logan, Suite 101 Caldwell, Idaho 83605
Sean Weatherston	211 E. Logan, Suite 101 Caldwell, Idaho 83605

DATED this 25 day of January, 2005.

Brian Trudeau
Brian Trudeau

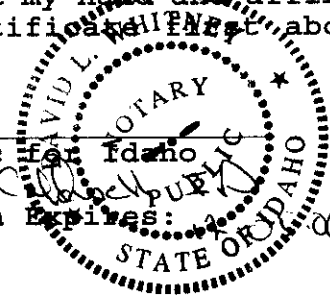
Sean Weatherston
Sean Weatherston

STATE OF IDAHO, County of Canyon) ss

On this 25 day of January, 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared BRIAN TRUDEAU, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]
Notary Public for Idaho
Residing at: [Signature]
My Commission Expires: [Signature]



STATE OF IDAHO, County of Canyon) ss

On this 25 day of January, 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared SEAN WEATHERSTON, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]
Notary Public for Idaho
Residing at: [Signature]
My Commission Expires: [Signature]

