

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

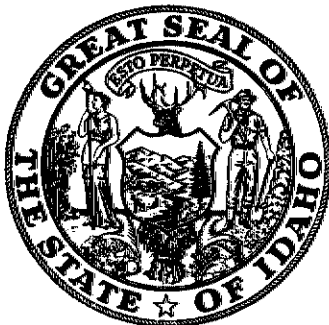
HEARTHSIDE HEALTHCARE MANAGEMENT, INC.

File number C 108259

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: November 9, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Suibel*

Nov 9 8 23 AM '94

ARTICLES OF INCORPORATION OF

HEARTHSIDE HEALTHCARE MANAGEMENT, INC

SECRETARY OF STATE

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EX #: 2373 QJST 41857
CORP
100.00 100.00

#: C

The undersigned, for the purpose of forming a corporation
under the laws of the State of Idaho, do hereby adopt the following
articles of incorporation:

ARTICLE ONE

The name of the corporation is Hearthside Healthcare Management, Inc.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

1. To engage in the business of the healthcare management of the Hearthside chain:
 - Hearthside Home Health Agency, Inc
 - Hearthside Home Care
 - Hearthside Home Medicalacting as a Home Office to the above corporations.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
4. To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Idaho

Business Corporation Act.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is One Hundred. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1403 Leadore Avenue Salmon, Idaho, and the name of its initial registered agent at such address is Hanna L. Vermaas.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is Three. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Hanna L. Vermaas</u>	<u>1403 Leadore Ave Salmon, Id 83467</u>
<u>William L Vermaas</u>	<u>1403 Leadore Ave Salmon, Id 83467</u>
<u>Janna Hugill</u>	<u>81 West 4th S. Preston, Id 83263</u>

ARTICLE SEVEN

INCORPORATORS

The name and address of each incorporator is:

Hanna L Vermaas 1403 Leadore Ave Salmon, Id 83467

William L Vermaas 1403 Leadore Ave Salmon, Id 83467

Janna Hugill 81 West 4th S. Preston, Id 83263

Executed by the undersigned at on November 7, 1994

Hanna Vermaas
William L Vermaas
Janna Hugill

STATE OF Idaho

COUNTY OF Lamhi

BEFORE ME, the undersigned authority, on this 7th day of
November, 1994, personally appeared Hanna L Vermaas,
William L. Vermaas, and Janna Hugill to me well known to be
the persons described in and who signed the Foregoing, and
acknowledged to me that he/ she executed the same freely and
voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Laura Hendricks

NOTARY PUBLIC

My Commission Expires: 10-21-00