



CERTIFICATE OF INCORPORATION
OF

HOMECARE MEDICAL, INC.

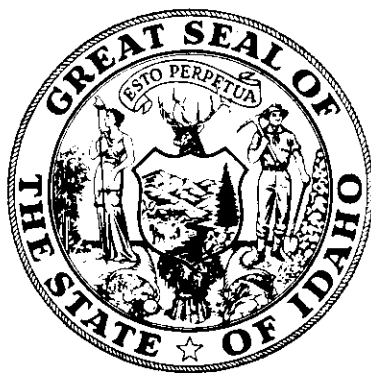
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

HOMECARE MEDICAL, INC.

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: **March 21, 1984**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF
HOMECARE MEDICAL, INC.
An Idaho Corporation

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is HOMECARE MEDICAL, INC..

ARTICLE II.

The period of the corporation's duration is perpetual.

ARTICLE III.

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND SHARES (1,000) with no par value, common stock.

ARTICLE V.

The address of the initial registered office of the corporation is 200 Sherman Avenue, Coeur d'Alene, Idaho 83814, and the name of its initial registered agent at such address is John D. Beebe, Jr..

ARTICLE VI.

The number of directors constituting the initial board of directors of the corporation is FOUR (4), 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:

RICHARD MCKERNAN
200 Sherman Avenue, Coeur d'Alene, Idaho 83814

JOHN D. BEEBE, JR.
200 Sherman Avenue, Coeur d'Alene, Idaho 83814

GARY DAMIANO
304 Fernan Drive, Coeur d'Alene, Idaho 83814

MCCARTY'S, INC., a California Corporation
3329 Industrial Avenue, Coeur d'Alene, Idaho 83814

ARTICLE VII.

The names and addresses of each incorporator are as follow:

RICHARD MCKERNAN
200 Sherman Avenue, Coeur d'Alene, Idaho 83814

JOHN D. BEEBE, JR.
200 Sherman Avenue, Coeur d'Alene, Idaho 83814

GARY DAMIANO
304 Fernan Drive, Coeur d'Alene, Idaho 83814

McCARTY'S, INC., a California Corporation
3329 Industrial Avenue, Coeur d'Alene, Idaho 83814

DATED this 16 day of March, 1984.


RICHARD V. MCKERNAN


JOHN D. BEEBE, JR.


GARY DAMIANO

McCARTY'S, INC., a California
Corporation

By 
William McCarty, Pres.