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CLERK OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
HEALTHSPAN, INC.

CLERK OF STATE

3/31/1998 09:00
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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is: HEALTHSPAN, INC

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of common shares which the corporation shall have authority to issue is 100,000, of which 1,000 shall have voting rights and 99,000 shall not have voting rights. The shares shall have no par value.

FIFTH: The address of the initial registered office of the corporation is 1250 Ironwood Drive, Suite 310, Coeur d'Alene, Idaho, 83814, and the name and address of its initial registered agent is: David C. Jacquot, 1250 Ironwood Drive, Suite 310, Coeur d'Alene, Idaho, 83814.

SIXTH: The number of Directors shall be set by the Bylaws but the initial Board of Directors of the corporation shall be three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until its successors are elected and qualified are:

NAME

ADDRESS

Kevin Spellman

2925 Silver Tip
Coeur d'Alene, ID 83814

James E. Doty

5320 Inverness Drive
Post Falls, ID 83854

Jack T. Riggs

1701 Lincoln Way
Coeur d'Alene, ID 83814

SEVENTH: The name and address of the incorporator is:

NAME

ADDRESS

David C. Jacquot

1250 Ironwood Drive, Suite 310
Coeur d'Alene, ID 83814

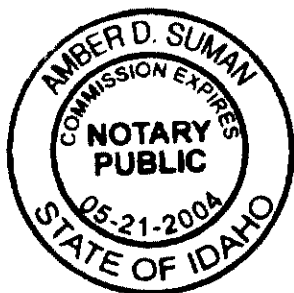
DATED this 27th day of March, 1998.

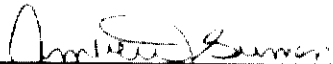


DAVID C. JACQUOT

STATE OF IDAHO)
) ss.
County of Kootenai)

I, Amber D. Suman, a Notary Public, do hereby certify that on this 27 day of March, 1998, personally appeared before me, DAVID C. JACQUOT, who, being by me first duly sworn, declared that he signed the foregoing document, and that the statements therein contained are true.





Notary Public in and for the State of Idaho
Residing at Coeur d'Alene
Commission Expires: May 21, 2004