



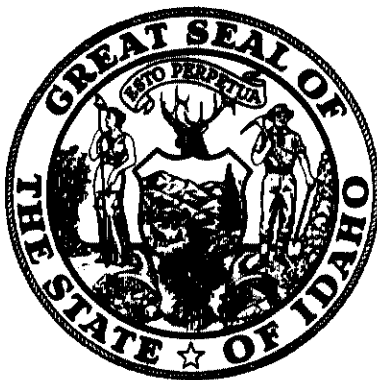
**CERTIFICATE OF INCORPORATION
OF**

21ST CENTURY 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: November 26, 1990



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

Nov 29 1 36 PM '90
SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation under the Laws of The State of Idaho, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be, 21st Century Health Care, Inc.

ARTICLE II

The term of existence shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

The delivery of Personal Care Services to clients in the State of Idaho and other health related activities.

ARTICLE IV

The name of the Registered Agent for the corporation is:

Theodore Carcich, III

The street address of the Registered Agent is as follows;

524 Spotswood, Moscow, ID 83843

The Post Office box number which may be used in conjunction with the Registered Agent address, located in the same city, is:

P.O. Box 9101

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue:

1,000 at no par vaule.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is 3. The names and addressees of the persons

who are to serve as directors until the first annual meeting of the shareholders or until their successor are elected and shall qualify are:

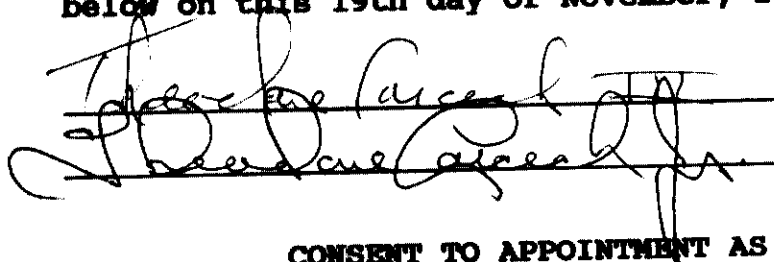
Theodore Carcich, III, 524 Spotswood, Moscow, ID 83843
Theodore Carcich, Jr. Rt. 1, Box 124, Colton, WA 99113-9721
Marilyn K. Carcich, Rt. 1, Box 124, Colton, WA 99113-9721

ARTICLE VII

The name and address of each incorporator is as follows:

Theodore Carcich, III, 524 Spotswood, Moscow, ID 83843
Theodore Carcich, Jr. Rt. 1, Box 124, Colton, WA 99113-9721


IN WITNESS WHEREOF each incorporator has affixed his/her signature below on this 19th day of November, 1990.

Two handwritten signatures are shown, each written over a horizontal line. The first signature is "Theodore Carcich, III" and the second is "Theodore Carcich, Jr.".

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Theodore Carcich, III, hereby consent to serve as Registered Agent, in the State of Idaho, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward corporate license renewal mailings to the corporation; and to immediately notify the Office of The Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

November 19, 1990



(Signature of agent designated in Article IV)

intercare

an international non-profit association dedicated to
the improved quality of life for the convalescent
and chronically ill.

reply to: _____

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