

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

V.I.P.S. REFERRAL, 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: May 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION

OF

V.I.P.S. REFERRAL, INC.

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SEC. OF STATE

I.

The name of the corporation is V.I.P.S. REFERRAL, INC. (Valley Independence and Personal Services and Referrals, Inc.)

II.

The period of its duration is perpetual.

III.

Its purpose is the provision of or the referral of persons qualified to render personal care services, including but not limited to, limited nursing services, home cleaning, transportation, hygiene assistance for elderly and/or other persons who are not able to accomplish such tasks themselves and all other purposes not prohibited by law.

IV.

It shall have the authority to issue 1,000,000.00 shares, all of one class, \$1.00 par value.

V.

The address of the original registered office is #1 Ella Street, Montgomery Gulch, Kellogg, Shoshone County, Idaho. The name of its initial registered agent at such address is Charlotte Rieken.

VI.

The number of directors constituting its initial board of directors is three (3), whose names and addresses are:

CHARLOTTE RIEKEN
HC-01 Box 197
Kellogg, Idaho 83837

GAIL STEADMAN
435 W. Park
Kellogg, Idaho 83837

BETTY BELISLE
P.O. Box 58
Kellogg, Idaho 83837

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CK #: 1837 CUST# 1
CORPORATIO 10 60.00= 60.00

1. ARTICLES OF INCORPORATION

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VII.

The name and address of each incorporator is:

CHARLOTTE RIEKEN
HC-01 Box 197
Kellogg, Idaho 83837

GAIL STEADMAN
435 W. Park
Kellogg, Idaho 83837

BETTY BELISLE
P.O. Box 58
Kellogg, Idaho 83837

DATED this 20th day of May, 1993.

Charlotte Rieken
CHARLOTTE RIEKEN

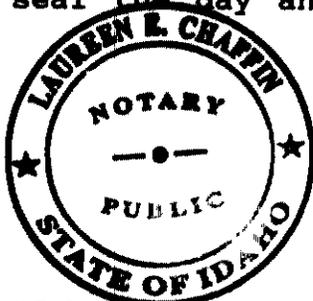
Gail Steadman
GAIL STEADMAN

Betty Belisle
BETTY BELISLE

STATE OF IDAHO)
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County of Shoshone)

On this 20th day of May, 1993, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared, CHARLOTTE RIEKEN, GAIL STEADMAN and BETTY BELISLE, to me known to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same as their free and voluntary act and deed for the purposes therein specified.

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



Lauren E. Chaffin
Notary Public in and for Idaho
Residing at: KINGSTON, therein
Commission expires: 07/07/93

2. ARTICLES OF INCORPORATION