

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

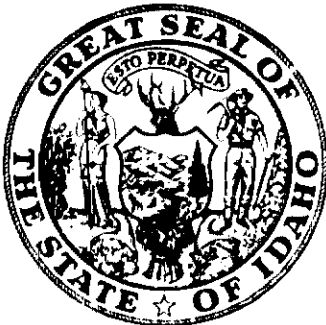
NOVACARE, INC.

File Number C 123109

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: March 13, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By

W. J. Hostler



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application) 88 MAR 11 AM 10:38

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states that it is a STATE OF IDAHO

- The name of the corporation is NovaCare, Inc.
- The name which it shall use in Idaho is NovaCare, Inc.
- It is incorporated under the laws of PENNSYLVANIA
- Its date of incorporation is 11/3/80
- The address of its principal office is 1016 W. Ninth Avenue, King of Prussia, Pa 19151
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is 300 North 6th Street, Boise, ID 83701, and its registered agent in Idaho at that address is TC Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached</u>		

Dated: March 3, 1998

NovaCare, Inc.
(Corporation name)

By [Signature]

Its Secretary
(specify capacity of signer)

Customer Account No. _____ IDAHO SECRETARY OF STATE

(If using printed name) 1-298-198-998
Secretary of State Use Only

1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 COMP SUR
1 @ 20.00 = 20.00 EXPEDITE C

C 123109

03/12/98

NOVACARE, INC., A PENNSYLVANIA CORPORATION
ACTIVE LIST OF OFFICERS AND DIRECTORS

Novacare, Inc. (NOVAPA)

<u>Directors</u>	<u>Title</u>	<u>Start Dt</u>	<u>Last El.</u>	<u>End Date</u>
Amy Esposito	Director	07/01/97		
Timothy E. Foster	Director	01/07/93	09/30/96	
Robert E. Nealy Jr.	Director	05/10/96	09/30/96	

<u>Officers</u>	<u>Title</u>	<u>Start Dt</u>	<u>Last El.</u>	<u>End Date</u>
Daryl A. Dixon	President	05/10/94	09/30/96	
Brad P. Behr	Vice President	02/01/96	09/30/96	
Amy Esposito	Vice President	07/01/97		
Timothy E. Foster	Vice President	01/07/93	09/30/96	
Robert E. Nealy Jr.	Vice President	01/07/93	09/30/96	
Richard A. McDonald	Vice President	10/13/95	09/30/96	
Richard S. Binkstein	Secretary	02/16/98		
Amy Esposito	Treasurer	07/01/97		
Marie L. Martino	Assistant Secretary	02/01/96		
Richard A. McDonald	Assistant Treasurer	10/13/95	09/30/96	

ADDRESS FOR ALL DIRECTORS AND OFFICERS:

1016 W. NINTH AVENUE
 KING OF PRUSSIA, PA 19406



98 MAR 11 AM 10:38

SECRETARY OF STATE
STATE OF IDAHO

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 09, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

NOVACARE, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written

A handwritten signature in cursive script, appearing to read "G. L. Kane".

Secretary of the Commonwealth

DPOS