

State of Idaho

Department of State

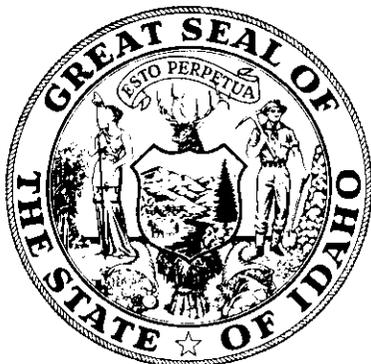
CERTIFICATE OF AUTHORITY OF

QUALITY CARE SERVICE CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of QUALITY CARE SERVICE CORP. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to QUALITY CARE SERVICE CORP. to transact business in this State under the name QUALITY CARE SERVICE CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 30, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

- NOV 30 AM 9:17
SECRETARY OF STATE
1. The name of the corporation is Quality Care Service Corp.
 2. *The name which it shall use in Idaho is Quality Care Service Corp.
 3. It is incorporated under the laws of New York
 4. The date of its incorporation is January 16, 1978 and the period of its duration is perpetual
 5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 North Centre Avenue, Rockville Centre, New York
 6. The address of its proposed registered office in Idaho is 2309 Mountain View Drive, Boise, Idaho, and the name of its proposed registered agent in Idaho at that address is Jake W. Peterson
 7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: home health care services

*8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Gerado Canet</u>	<u>President-Director</u>	<u>100 N. Centre Ave. Rockville Centre, N.Y.</u>
<u>Gary Tighe</u>	<u>Vice-Pres.-Director</u>	<u>100 N. Centre Ave. Rockville Centre, N.Y.</u>
<u>Theodore Kohan</u>	<u>Vice-President</u>	<u>100 N. Centre Ave. Rockville Centre, N.Y.</u>
<u>Michael Burnett</u>	<u>Vice-Pres.-Secty.</u>	<u>100 N. Centre Ave. Rockville Centre, N.Y.</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>200</u>	<u>Common</u>	<u>No par value</u>

*8 (cont.)

<u>Louis Fresolone</u>	<u>Treasurer</u>
<u>David Scheinman</u>	<u>Director</u>

<u>100 N. Centre Ave. Rockville Centre, N.Y.</u>
<u>100 N. Centre Ave. Rockville Centre</u>

(continued on reverse)

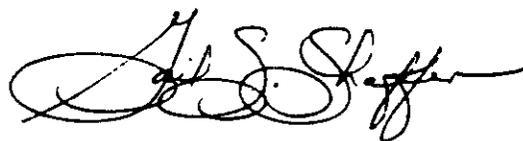
State of New York }
Department of State } ss.:

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I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

NOV 17 1983

A handwritten signature in cursive script, appearing to read "A. J. Steffen", written in black ink.

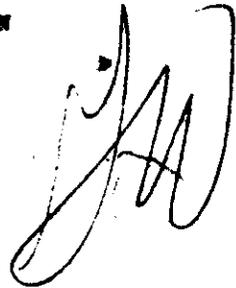
Secretary of State

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CERTIFICATE OF INCORPORATION
SECRETARY OF
QUALITY CARE SERVICE CORP.
STATE

Under Section 402 of the
Business Corporation Law



The undersigned, natural persons of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Business Corporation Law of the State of New York, hereby certify as follows:

FIRST: The name of the corporation is
QUALITY CARE SERVICE CORP.

SECOND: The purposes for which it is formed are as follows:

To acquire, maintain, provide and create answering, communication] and personnel service systems and to obtain, provide and arrange for the placement of home aides; household helpers and housekeepers; companions on a live-in or live-out basis; home managers; child care; nurse's aides and other personnel as may be required by the ill, elderly, convalescent or minors or as may be prescribed by licensed health-related professionals. Nothing contained herein shall be construed as authorizing the corporation to render any service for which a license is required pursuant to the provisions of Title VIII of the Education Law of the State of New York.

To purchase, manufacture, produce, assemble, receive, lease or in any manner acquire, hold, own, use, operate, install, maintain, service, repair, process, alter, improve, import, export, sell, lease, assign, transfer and generally to trade and deal in and with, raw materials, natural or manufactured articles or products, machinery, equipment, devices, systems, parts, supplies, apparatus and personal property of every kind, nature or description, tangible or intangible, used or capable of being used for any purpose whatsoever and to engage and participate in any mercantile, manufacturing or trading business of any kind or character.

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To purchase, receive, lease or otherwise acquire and to manage, hold, own, use, improve, convey, sell, mortgage, or otherwise deal in and with lands, buildings and real property of every description, or any interest therein.

To adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant licenses or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with references to, any trade marks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, recipes, formulae and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters of Patent of the United States of America or elsewhere or otherwise, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

In furtherance of its corporate business and subject to the limitations prescribed by statute, to acquire by purchase, exchange or otherwise, all or any part of, or any interest in, the properties, assets, business and goodwill of any one or more corporations, associations, partnerships, firms, syndicates or individuals and to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of corporations, associations, partnerships, firms, syndicates or individuals, and to conduct in any lawful manner the whole or any part of any similar business thus acquired.

To acquire or become interested in, whether by subscription, purchase, underwriting, loan, participation in syndicates or otherwise, to own, hold, to sell, assign or otherwise dispose of, or in any manner to deal in or with stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, or other securities or obligations of any kind by whomsoever issued, to exercise in respect thereof all powers and privileges of individual ownership or interest therein, including, the right to vote thereon for any and all purposes; to consent, or otherwise act with respect thereto, without limitations; and to issue in exchange therefor the corporation's stock, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness or other securities or obligations of any kind.

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To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose relating to the business of the company, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, guarantee, deed of trust or otherwise.

To lend its uninvested funds from time to time to such extent, on such terms and on such security, if any, as the Board of Directors of the corporation may determine.

In furtherance of its corporate business and subject to the limitations prescribed by statute, to be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in any other jurisdiction to be an incorporator of other corporations of any type or kind and to organize, or in any way participate in the organization, reorganization, merger or liquidation of any corporation, association or venture and the management thereof.

Subject to the limitations prescribed by statute and in furtherance of its corporate business, to pay pensions, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

To conduct its business in all or any of its branches, so far as permitted by law, in the State of New York and in all other states of the United States of America, in the territories and the District of Columbia and in any or all dependencies or possessions of the United States of America, and in foreign countries; and to hold, possess, purchase, lease, mortgage and convey real and personal property and to maintain offices and agencies either within or outside the State of New York.

To carry out all or any part of the foregoing purposes as principal, factor, agent, broker, contractor or otherwise either alone or in conjunction with any persons, firms, associations, corporations or others in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its purposes, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

THIRD: The office of the corporation in the State of New York shall be located in the City of New York, County of New York, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is two hundred (200) shares all of which are without par value.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is c/o Stanley R. Goldstein, 575 Lexington Avenue, New York, New York 10022.

SIXTH: The intended First Franchise Tax Year of the corporation shall end on the 30th day of November.

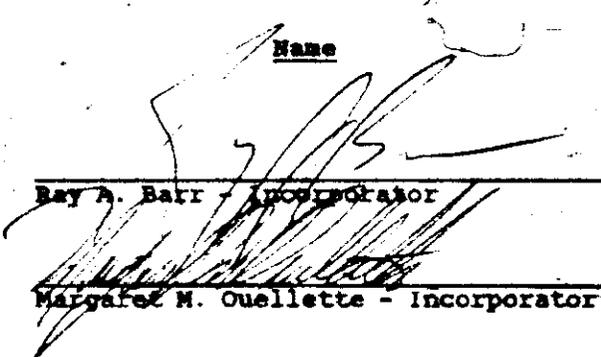
SEVENTH: The shareholders, or the Board of Directors of the corporation without the assent or vote of the shareholders, shall have the power to adopt, alter, amend or repeal the By-Laws of the corporation.

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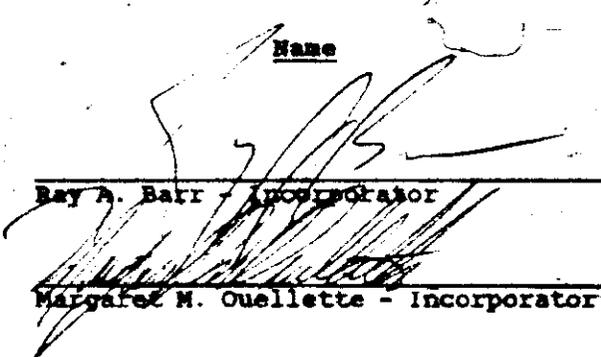
IN WITNESS WHEREOF, we hereunto sign our names and affirm
that the statements made herein are true under the penalties of
perjury, this 29th day of December, 1977.

Name

Address


Ray A. Barr - Incorporator

60 East 42nd Street
New York, New York 10017


Margaret M. Ouellette - Incorporator

60 East 42nd Street
New York, New York 10017

CONSENT TO USE OF NAME

BY

QUALITY CARE, INC.

The following is a true copy of a resolution duly adopted by the Board of Directors of Quality Care, Inc. at a meeting of the said Board held on December 29, 1977:

WHEREAS, there has been proposed the formation of a corporation pursuant to the laws of the State of New York under the name of Quality Care Service Corp. and the Secretary of State has requested the expression of an opinion of this Board concerning the similarity of the proposed name to that of this corporation.

NOW, THEREFORE, be it resolved that in the opinion of this Board, the above-mentioned proposed name does not so nearly resemble that of this corporation as to tend to confuse or deceive and it consents to the use of such name.

QUALITY CARE, INC.

By 
HERMAN SCHUSTER, President

By 
LEONARD GREEN, Secretary

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Chambers
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CERTIFICATE OF INCORPORATION
OF
QUALITY CARE SERVICE CORP.

Under Section 402 of the
Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE
TAX \$ 10
FILING FEE \$ 10

FILED JAN 16 1976

Handwritten signature
D. R. J.

STANLEY R. GOLDSTEIN, ESQ.
575 Lexington Avenue
New York, New York 10022