



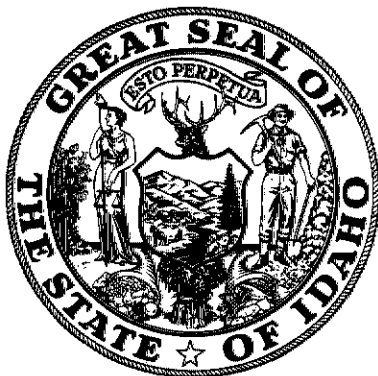
**CERTIFICATE OF INCORPORATION
OF**

ANNIE'S HOME HEALTH SERVICES, 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: **July 27, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *July 27, 1989*

ARTICLES OF INCORPORATION
OF
ANNIE'S HOME HEALTH SERVICES, INC.

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SECRETARY OF STATE

The undersigned hereby states the following to form a corporation under the laws of the State of Idaho.

I. NAME

The name of the corporation is ANNIE'S HOME HEALTH SERVICES, INC.

II. PERIOD OF DURATION

The corporation shall have perpetual duration.

III. PURPOSES

The purpose of the corporation is the transaction of all lawful business.

IV. AUTHORIZED SHARES

The corporation shall have the authority to issue One Hundred Thousand (100,000) shares of its common stock with a par value of One Dollar (\$1.00) each, and Two Hundred Thousand (200,000) shares of its preferred stock with a par value of One Dollar (\$1.00) each. Such stock shall not be assessable for any purpose.

V. DESIGNATION, PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF PREFERRED STOCK.

Any preferred stock to be issued shall be designated as Series One Preferred Stock. Such stock shall be non-voting, and shall be entitled to receive a percentage of dividends of at least 3% of its par value. This right to dividends shall be non-cumulative.

In the event of dissolution of the corporation, holders of preferred stock shall be entitled to payment of the par value of that stock before any amount is paid to the holders of the common stock of the corporation.

VI. REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is:

811 N. Liberty
Boise, ID 83704

The name of the registered agent of the corporation is Solveig Amador, 811 N. Liberty, Boise, ID 83604.

VII. BOARD OF DIRECTORS

The initial board of directors shall number one, whose name and address is:

Solveig Amador
811 N. Liberty
Boise, ID 83704

The initial board of directors shall serve for the term of the corporation or until their successor is elected or qualified.

VIII. REDEMPTION

The corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, both common and preferred, and purchases of redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefor.

IX. DISTRIBUTION FROM CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation may, from time to time, distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash or property.

X. INCORPORATOR

The name and address of the incorporator of the corporation is:

Solveig Amador
157 Skylark
Boise, ID 83702

July 27, 1989


Solveig Amador
Incorporator

Annie's Home Health Services, Inc.

7/28/89

NOV 31 2 27 PM '89
STATE

To: Secretary of State Office

ANNIE'S HEALTH SERVICES consents to the use of
the name of ANNIE'S HOME HEALTH SERVICES, INC.
as a totally separate and unrelated corporation.

Solveig H Amador 7/28-89
Signature Date

Solveig H Amador
Printed Name