

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

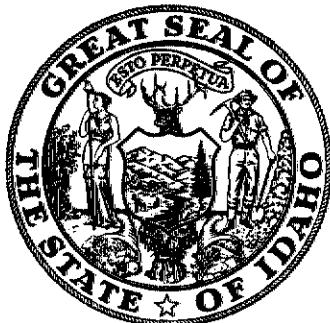
DEMPSEY, INC.

File number C 109255

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: January 31, 1995



Pete T. Cenarrusa

SECRETARY OF STATE

By *Ma Sike*

ARTICLES OF INCORPORATION
OF
DEMPSEY, INC.

JAN 31 10 55 AM '94
SECRETARY OF STATE

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I.
NAME OF THE CORPORATION

The name of the corporation is Dempsey, Inc. ("Corporation").

ARTICLE II.
DURATION

The Corporation shall have perpetual existence.

ARTICLE III.
PURPOSES OF THE CORPORATION

The Corporation is organized for the following purposes:

1. To provide home health care services.
2. To do any acts and perform any business permitted by the Idaho Business

Corporation Act.

ARTICLE IV.
SHARES

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1000	1000000000 60676 2 CX #: 1216 CUST# 40241 CORP 1@ 120.00= 120.00

V.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 485 Main Street, Boise, Idaho, 83702 and the name of its initial registered agent at such address is Michelle R. Finch.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

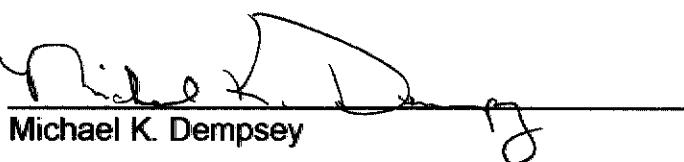
The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Michael K. Dempsey	921 South Orchard, Boise, Idaho 83705
John W. Dempsey	921 South Orchard, Boise, Idaho 83705

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator is Michael K. Dempsey, 921 South Orchard, Boise, Idaho 83705..

DATED this 30th day of January, 1995.


Michael K. Dempsey