

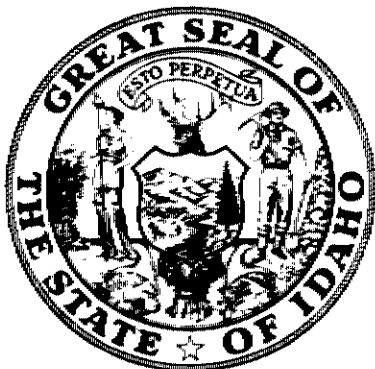


**CERTIFICATE OF AUTHORITY
OF
AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES, INC. 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 AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES, INC. to transact business in this State under the name AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 21, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra M. Markes

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

1. The name of the corporation is American International Health & Rehabilitation Services, Inc.

2. The name which it shall use in Idaho is same

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is August 28, 1986 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 229 South State St. Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street Boise, Idaho 83702, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: see exhibit C

9. The names and respective addresses of its directors and officers are: see exhibit A & B

Name	Office	Address

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 1/27/87

American International Health & Rehabilitation Services, Inc.

(Corporation Name)

Ralph L. Rousseau

Ralph Rousseau

Its President/Vice President (please specify)

and

Maureen P. Tully

Maureen Tully

Its Secretary/Assistant Secretary (please specify)

STATE OF

NEW YORK

COUNTY OF

NEW YORK

I, ROSALIE A. BROWN

, a notary public, do hereby certify that on

this 27th day of JULY, 19 87, personally appeared before

me RALPH L. ROUSSEAU, who being by me first duly sworn, declared that (s)he

is the VICE PRESIDENT, American International Health & Rehabilitation Services, Inc.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

ROSALIE A. BROWN
Notary Public, State of New York
NO. 63-479159
Qualified in Broome County
Certificate filed in New York County
Commission Expires May 30, 1989

Rosalie A. Brown
Notary Public

EXHIBIT A

July 21, 1987

AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES, INC.

<u>Officers</u>	<u>Title</u>	<u>Home Address</u>
Robert W. Witty S.S. #425-76-9630	President	5 Mountain Ridge Drive Livingston NJ 07039
Ralph Rousseau S.S. #010-40-0347	Vice President	152 Galloping Hill Road Basking Ridge NJ 07920
Alexander Biel S.S. #136-28-8057	Vice President/ Comptroller	2727 Audrey Terrace Union NJ 07083
Maureen Tully S.S. #132-48-7463	Secretary	626 Jefferson Street Hoboken NJ 07030
Elizabeth Tuck S.S. #018-46-7673	Assistant Secretary	60 Hendrickson Avenue Hemstead NY 11550
Frank Philipps S.S. #107-38-7525	Treasurer	153 Preston Drive Gillette NJ 07933

EXHIBIT B

April, 1987

AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES, INC.

Directors

Home Address

Thomas R. Tizzio
S.S. #131-28-1216

10 Deepdale Drive
Middletown NJ 07748

M. R. Greenberg
S.S. #071-18-8678

1 East 66th Street
New York NY 10028

John G. Hughes
S.S. #137-22-4266

441 Joan Street
S. Plainfield NJ 07080

Edward Matthews
S.S. #110-24-5352

45 Montdale Circle
Princeton NJ 08540

Wayland M. Mead
S.S. #121-26-7791

22 Lucille Court
Massapequa NY 11758

Robert Sandler
S.S. #070-34-0356

3 Crestwood Drive
Bridgewater NJ 08807

Robert W. Witty
S.S. #425-76-9630

5 Mountain Ridge Drive
Livingston NJ 07039

Ralph L. Rousseau
S.S. #010-40-0347

152 Galloping Hill Road
Basking Ridge, NJ 07920

Expiration of term of office for all Directors is until such time successors are elected.

Exhibit C

For providing consulting services to be rendered to insurance companies, employers, attorneys, and others, whereby claimants may be assisted with specific advice on medical and vocational rehabilitation, to the end that claimants can return to work after a debilitating injury or illness.

State of Delaware

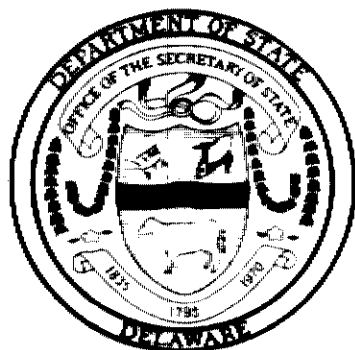


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SEC. OF STATE

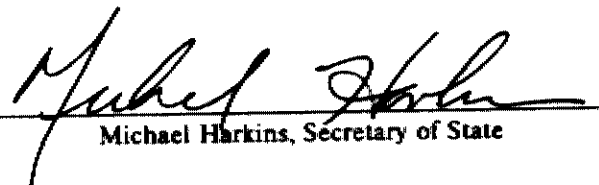
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE
DO HEREBY CERTIFY AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES,
INC. (Incorporated August 28, 1986) IS DULY INCORPORATED UNDER THE LAWS
OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE
EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED
TO TRANSACT BUSINESS.



757209104


Michael Harkins, Secretary of State

AUTHENTICATION: 1339184

DATE: 07/28/1987