

To: Board of Directors  
Hab Pro, Inc.  
15180 Horseshoe Drive  
Caldwell, Idaho 83605

October 10, 1995  
Nov 30 | 28 PM '95

#111078  
-Resigned  
Officer

SECRETARY OF STATE  
STATE OF IDAHO

From: Donald E. Clark  
521 Central Happy Valley Road  
Nampa, Idaho 83651

Re: Resignation as Director, Shareholder, and Responsible Party

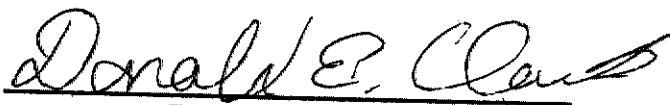
Effective this date, October 10, 1995, I am giving notice of my intent to resign from Hab Pro, Inc. as a Director, Shareholder, and Responsible Party. The effective date of resignation shall be November 9, 1995, this allowing for the thirty (30) day notice, required to the Department of Health and Welfare pursuant the IDAPA rules and per the Provider Service Agreement between Hab Pro, Inc. and the Department of Health and Welfare, shall fulfill my commitment to Hab Pro, Inc. in any capacity.

Further it is understood that I, Donald E. Clark, shall have no further obligation, responsibility, or interest in Hab Pro, Inc. after the date of November 9, 1995. Effective November 9, 1995, it is understood that Hab Pro, Inc. and it's remaining Directors and Shareholders shall assume all responsibilities and liabilities as pertain to Hab Pro, Inc.

Those shares of Hab Pro, Inc. held by Donald E. Clark, will on November 9, 1995 be forfeited, and to be dealt with by the remaining Directors of Hab Pro, Inc. and no entitlements will be due Donald E. Clark after November 9, 1995. It is understood, that effective this date, Hab Pro, Inc. is a solvent Corporation.

No other agreement, other than that which is stated in this document, exists between Donald E. Clark and Hab Pro, Inc. It is understood that Donald E. Clark shall continue to receive his entitled shares of profit through November 9, 1995 at which time those shares shall be forfeited to Hab Pro, Inc. and the remaining shareholders.

Signed this 10<sup>th</sup> day of October, 1995

  
Donald E. Clark