

State of Idaho

Department of State

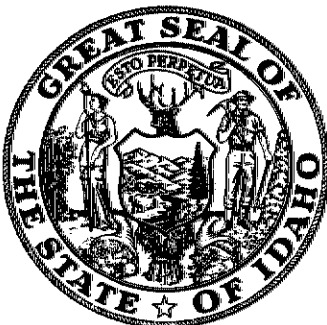
CERTIFICATE OF INCORPORATION OF

FIRST CALL HOME HEALTH AGENCY, INC.
File number C 115614

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 1, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

First Call Home Health Agency, Inc.

JUL 1 10 30 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, being a natural person of full age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, adopts the following Articles of Incorporation for such corporation, and does hereby certify as follows:

FIRST: The name of the corporation is First Call Home Health Agency, Inc..

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is for the transaction of all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) shares, without par value. The stock shall be nonassessable.

FIFTH: Shareholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall first be offered to the shareholders of the corporation.

SIXTH: The address of the initial registered office of the corporation and its registered agent at such address is as follows: Jerri M. McGarrah, 201 North Main Street, Moscow, Idaho 83843.

SEVENTH: The number of Directors constituting the initial Board of Directors of the corporation is two (2); and, the names and addresses of the persons to serve as Directors are:

Jerri M. McGarrah

P.O. Box 9002
Moscow, Idaho 83843

Janna H. Clark

P.O. Box 9002
Moscow, Idaho 83843

EIGHTH: The name and post office address of the incorporator of this corporation is as follows: Jerri M. McGarrah, P.O. Box 9002, Moscow, Idaho 83843.

NINTH: Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and another corporation, and no act of the corporation in any way be affected or invalidated by the fact that any Director of the corporation is pecuniarily or

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otherwise interested in, or is director or officer of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any Director of the corporation who is also a director or officer of such corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

TENTH: Without in any way limiting the provisions of Idaho law, the private property of the shareholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

ELEVENTH: Without in any way limiting the provisions of Idaho law, any director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

DATED this 27th day of June, 1996.


Terri M. McGarrah
Incorporator

CONSENT TO USE CORPORATE NAME

FIRST CALL HEALTH SERVICES, INC., an Idaho Corporation, hereby consents to allow Jerri M. McGarrah and Janna H. Clark, of Moscow, Idaho, to use corporate names similar to FIRST CALL HEALTH SERVICES, INC., pursuant to the provisions of Idaho Code Section 30-1-8, specifically the names "FIRST CALL, INC." and "FIRST CALL HOME HEALTH AGENCY, INC."

Jerri M. McGarrah and Janna H. Clark hereby agree to file this CONSENT TO USE CORPORATE NAME with the Idaho Secretary of State, pursuant to Idaho Code Section 30-1-8.

Dated this 27th day of June, 1996.


Jerri M. McGarrah


Janna H. Clark

FIRST CALL HEALTH SERVICES, INC.,
an Idaho Corporation.

By: 
Janna H. Clark
President

June 27, 1996

**RESOLUTION OF
THE BOARD OF DIRECTORS
FIRST CALL HEALTH SERVICES, INC.**

At a special meeting of the Board of Directors of FIRST CALL HEALTH SERVICES, INC., at Moscow, Idaho, on June 27, 1996, called by the Directors for such purpose, the Directors of the Corporation unanimously voted to take the following action:

Authorize Jerri M. McGarrah and Janna H. Clark of Moscow, Idaho to use corporate names similar to "FIRST CALL HEALTH SERVICES, INC.", specifically "FIRST CALL, INC." and "FIRST CALL HOME HEALTH AGENCY, INC.", pursuant to Idaho Code Section 30-1-8. A copy of the "CONSENT TO USE CORPORATE NAME" executed by the corporation and the named parties is attached hereto.

There being no further business before the meeting of Directors, on motion duly made the meeting was adjourned.

We, the undersigned Directors of FIRST CALL HEALTH SERVICES, INC., have read this Resolution and do hereby approve, ratify and confirm all business transacted by the Board of Directors as reported herein.

DATED: June 27, 1996


Jerri M. McGarrah


Janna H. Clark