

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
REHABCARE GROUP MANAGEMENT SERVICES, INC.**

File Number C 142798

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: March 1, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Tenenby*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: RehabCare Group Management Services, Inc.
2. The name which it shall use in Idaho is: -
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 1/23/98
5. The address of its principal office is: 7733 Forsyth Blvd. Ste. 1700
St. Louis, MO 63105
6. The address to which correspondence should be addressed, if different from item 5, is:
-
7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is: C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>see attachment</u>		

Dated: January 15, 2002

Signature: James M. Douthitt

Typed Name: James M. Douthitt

Capacity: _____

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corpforms\corp
forms\appforauthority_profit.pmf
Revised 01/2001

IDAHO SECRETARY OF STATE
03/01/2002 05:00
CK: 234883 CT: 158838 BH: 449195
1 @ 100.00 = 100.00 AUTH PRO # 2

Following is the list of officers and directors for RehabCare Group Management Services, Inc.

OFFICERS

Alan C. Henderson – President
7733 Forsyth Blvd. Ste. 1700 St. Louis, MO 63105

Tom E. Davis- Vice President
7733 Forsyth Blvd. Ste. 1700 St. Louis, MO 63105

James M. Douthitt – Senior VP, CAO, Treasurer & Asst. Secretary
7733 Forsyth Blvd. Ste. 1700 St. Louis, MO 63105

Gregory J. Eisenhower – Senior VP & CFO
7733 Forsyth Blvd. Ste. 1700 St. Louis, MO 63105

DIRECTORS

Alan C. Henderson 7733 Forsyth Blvd. Ste. 1700 St. Louis, MO 63105

Gregory J. Eisenhower 7733 Forsyth Blvd. Ste. 1700 St. Louis, MO 63105

Stephen J. Toth 7733 Forsyth Blvd. Ste. 1700 St. Louis, MO 63105

Delaware

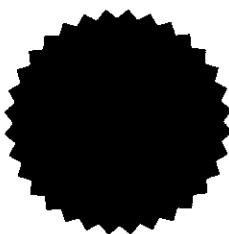
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REHABCARE GROUP MANAGEMENT SERVICES, INC." 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, AS OF THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2850210 8300

AUTHENTICATION: 1631293

020124517

DATE: 02-25-02