

State of Idaho

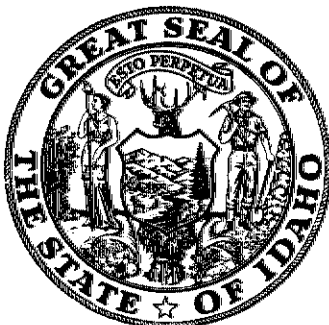
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of TWIN FALLS CARE CENTER, INC., an Idaho corporation, and IDAHO FALLS CARE CENTER, INC., an Idaho corporation, into HEALTH CARE MANAGEMENT AND CONSULTING, INC., an Idaho corporation, 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: December 31, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

ARTICLES OF MERGER

Pursuant to the provisions of the Idaho Business Corporation Act and the constituent documents of the respective corporations, the undersigned corporations adopt the following articles of merger for the purposes of merging Twin Falls Care Center, Inc. and Idaho Falls Care Center, Inc. into Health Care Management and Consulting, Inc.

1. The plan of merger of Twin Falls Care Center, Inc. and Idaho Falls Care Center, Inc. into Health Care Management and Consulting, Inc. is that on January 1, 1993 each one of the shares of common stock of Twin Falls Care Center, Inc. and Idaho Falls Care Center, Inc. shall be exchanged for one share of Health Care Management and Consulting, Inc. common stock. After the merger, Health Care Management and Consulting, Inc. shall be the surviving corporation and the assets, liabilities and equity of each Twin Falls Care Center and Idaho Falls Care Center shall be merged with the assets, liabilities and equity of Health Care Management and Consulting, Inc. After the merger, the only shares of stock outstanding shall be the common stock of Health Care Management and Consulting, Inc. After the merger the stock outstanding shall be 3,000 shares and the authorized number of shares of stock will remain at 100,000 shares as set out in the Articles of Incorporation of Health Care Management and Consulting, Inc.

2. (a) As to Twin Falls Care Center, Inc., the number of shares outstanding prior to the merger is 1,000 shares of voting stock. There is only one class of stock for this corporation. Additionally, all 1,000 shares of voting stock

plan of merger.

(b) As to Idaho Falls Care Center, Inc., the number of shares outstanding prior to the merger is 1,000 shares of voting stock. There is only one class of stock for this corporation. Additionally, all 1,000 shares voted in favor of the plan of merger.

(c) As to Health Care Management and Consulting, Inc., the number of shares outstanding prior to the merger is 1,000 shares of voting stock. There is only one class of stock for this corporation. Additionally, all 1,000 shares voted in favor of the plan of merger.

3. For each of the above corporations, 1,000 shares voted for the plan of merger and 0 shares voted against the plan of merger.

IN WITNESS WHEREOF, the undersigned President and Secretary of each of the corporations involved in the plan of merger hereby execute these Articles of Merger in duplicate original.


DATED this 30th day of December, 1992.


TWIN FALLS CARE CENTER, INC., an
Idaho corporation

By: Brent Brocksome
Brent Brocksome, President


By: Patricia Brocksome
Patricia Brocksome, Secretary


IDAHO FALLS CARE CENTER, INC., an
Idaho corporation

By: 
Brent Brocksome, President

By: 
Patricia Brocksome, Secretary

HEALTH CARE MANAGEMENT AND
CONSULTING, INC., an Idaho corporation

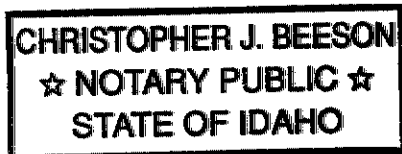
By: 
Brent Brocksome, President

By: 
Patricia Brocksome, Secretary

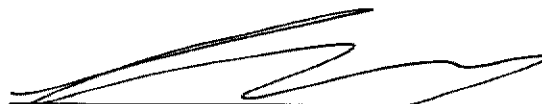
VERIFICATION

STATE OF IDAHO)
)ss.
County of)

I, Christopher J. Beeson, a notary public, do hereby certify that on this 30th day of December, 1992, personally appeared before me BRENT BROCKSOME, who, being by me first duly sworn, declared that he is the president of TWIN FALLS CARE CENTER, INC., that he signed the foregoing document as the president of the corporation, and that the statements therein contained are true.



My Commission Expires 7-20-97.

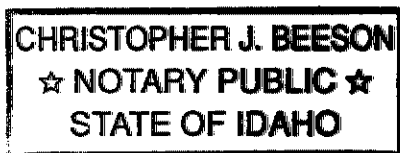


Notary Public for Idaho
Residing at: _____
My Commission Expires: _____


VERIFICATION

STATE OF IDAHO)
)ss.
County of)

I, Christopher J. Beeson, a notary public, do hereby certify that on this 30th day of December, 1992, personally appeared before me BRENT BROCKSOME, who, being by me first duly sworn, declared that he is the president of IDAHO FALLS CARE CENTER, INC., that he signed the foregoing document as the president of the corporation, and that the statements therein contained are true.



My Commission Expires 7-20-97.

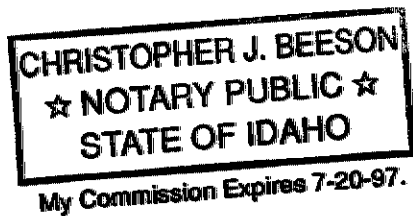


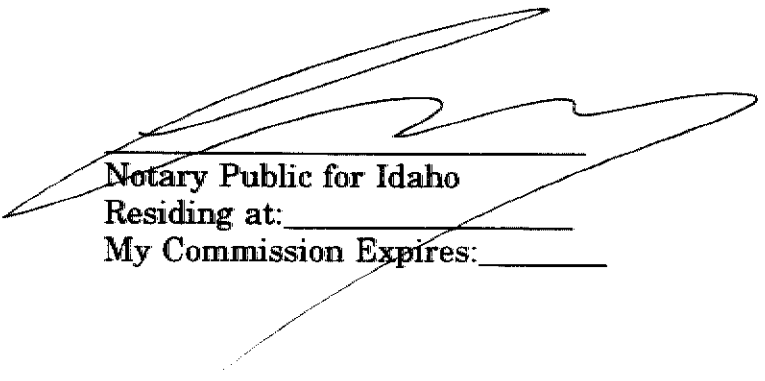
Notary Public for Idaho
Residing at: _____
My Commission Expires: _____

VERIFICATION

STATE OF IDAHO)
)ss.
County of)

I, Christopher J. Beeson, a notary public, do hereby certify that on this 30th day of December, 1992, personally appeared before me BRENT BROCKSOME, who, being by me first duly sworn, declared that he is the president of HEALTH CARE MANAGEMENT AND CONSULTING, INC., that he signed the foregoing document as the president of the corporation, and that the statements therein contained are true.




Notary Public for Idaho
Residing at: _____
My Commission Expires: _____