



**CERTIFICATE OF INCORPORATION
OF**

EXECUTIVE PERFORMANCE, INC.

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:

April 13, 1989



SECRETARY OF STATE

by: _____

EXECUTIVE PERFORMANCE, INC.

APR 13 3 35 PM '89

The undersigned acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Executive Performance, Inc.

SECOND: The period of it's duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any and all Nursing, Home Care and Real Estate Business involving the Nursing Service and any other lawful Business the Corporation may be incorporated under the Idaho Business Corporation Act as such may be ammended.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue shall be 100,000 shares having a par value of \$1.00 per share. Said shares shall not be issued until they are fully paid for.

FIFTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying the debts of this corporation.

SIXTH: The number of directors of the corporation shall be as specified in the by-laws of the corporation. The nubmer of directors constituting the Board of Directors shall be one (1) and the name and address of the Director is as follows:

a. Solveig Amador, 157 Skylark, Boise, ID 83706

SEVENTH: The initial by-laws shall be adopted by the Board of Directors and shall control the internal affairs of the Corporation. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the Board of Directors. Such power may be exercised by a majority vote of the Board of Directors at any annual meeting or special meeting of the Board of Directors called for that purpose, or by resolution of the directors in accordance with law.

These Articles of Incorporation may be amended by a majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the Board of

Directors, or upon consideration of a resolution adopted by the holders of not less than fifty-one (51) per cent of all shares entitled to vote at such a meeting.

EIGHTH: Pre-emptive rights are denied to the shareholders of this corporation.

NINTH: The name and address of each incorporator is:

A. Gaye Blakeslee
1404 E. Hays
Boise, ID 83712
President

Solveig Amador
157 Skylark
Boise, ID 83702
Director

TENTH: The address of the initial registered office of the Corporation is: 811 No. Liberty, Boise, ID 83704. The name of the initial registered agent at such address is A. Gaye Blakeslee.

ELEVENTH: The signatures of the incorporated officers:


Director - 4/13/89


President - 4/13/89