FILED EFFECTIVE
04 NOV -3 PM 3:59
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
DM MANAGEMENT, PC

◆◆◆

ARTICLE 1 – NAME OF CORPORATION

The name of the corporation shall be DM MANAGEMENT, PC.

ARTICLE 2 – DURATION OF CORPORATION

The duration of the corporation shall be perpetual.

ARTICLE 3 – CORPORATE PURPOSE

The purpose for which this corporation is organized is to engage in every phase and aspect of rendering physical therapy services to the public as a physical therapist duly licensed under the laws of the State of Idaho, and generally to make investments as permitted under the Idaho Professional Service Corporation Act, as amended, including any amendments to said Act after the formation of this corporation.

ARTICLE 4 - CORPORATE POWERS

This corporation shall have all the powers granted to corporations organized under the Idaho Business Corporation Act, as amended, except for such limitations thereon as may be imposed by the Idaho Professional Service Corporation Act, as amended, including any additional powers granted or limitations imposed by amendments to said Acts after the formation of this corporation.

ARTICLE 5 – CAPITALIZATION

The aggregate number of shares this corporation shall have the authority to issue shall be:

100,000 shares of non-assessable common stock having a par value of $1.00 per share.

ARTICLE 6 - RESTRICTIONS ON SALE OR TRANSFER OF SHARES

Each shareholder in this corporation shall provide for the redemption or cancellation of all shares owned by him which are transferred to any person or entity ineligible under the Idaho Professional Service Corporation Act, as amended, to be a shareholder in this corporation, whether such transfer be voluntary, involuntary or by operation of law.

IDAHO SECRETARY OF STATE
11/03/2004 05:00
CK: 1523 CT: 35296 BH: 774796
1 @ 100.00 = 100.00 CORP # 2

C 157183

ARTICLE 7 – BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is One (1). The number of directors may be increased or decreased from time to time by resolution of the directors, but the number of directors shall not be less than one (1). No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Matthew Lyle Walker	1482 E Sage Hen Ct., Meridian, Idaho

ARTICLE 8 – NO PREEMPTIVE RIGHTS

The owners of shares of common stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

ARTICLE 9 – NO CUMULATIVE VOTING

There shall be no cumulative voting of shares.

ARTICLE 10 – AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

ARTICLE 11 – AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE 12 – LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE 13 – INDEMNIFICATION

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE 14 – TRANSACTIONS WITH INTERESTED PARTIES

The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by him through any such contract or transaction.

Directors and officers of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

ARTICLE 15 – REGISTERED OFFICE

The name and address of the registered agent of the corporation is MARK E. WIGHT, 1036 East Iron Eagle Drive, Suite 105, Boise, Idaho 83616.

ARTICLE 16 – INCORPORATOR

The name and address of the incorporator is as follows: STEVEN R. RAUSCH, 1036 E Iron Eagle Drive, Suite 105, Eagle, Idaho 83616

IN WITNESS WHEREOF, I have hereunto set my hand this 3'[illegible] day of November, 2004.

Steven R. Rausch

Steven R. Rausch - Incorporator