



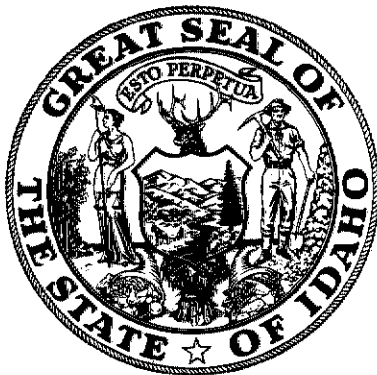
CERTIFICATE OF INCORPORATION
OF

COMMUNICARE MANAGEMENT, 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: September 8, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION OF
COMMUNICARE MANAGEMENT, INC.

RECEIVED
SEC. OF STATE

ARTICLE I
NAME

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The name of the corporation is Communicare
Management, Inc.

ARTICLE II
PURPOSE

The purpose for which the corporation is organized
is to transact all lawful business for which corporations may
be organized under the laws of the State of Idaho. The
principal purpose of the corporation is to render health care
services to the general public.

ARTICLE III
POWERS OF THE CORPORATION

As needed to pursue the corporate purposes, the
following powers are hereby granted to the Board of
Directors:

(a) To sue, complain and defend in the corporate
name;

(b) To adopt a corporate seal which may be
altered at pleasure, and to use the same by causing it, or
facsimile thereof, to be impressed or fixed or in any manner
reproduced;

(c) To purchase, take, receive, lease, or
otherwise acquire, own, hold, improve, use, and otherwise
deal in and with, real or personal property or any interest

therein, wherever situated;

(d) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of the corporate property and assets;

(e) To lend money and use its credit to assist corporate employees;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, hold, own, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the corporation's property and income;

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold their payment of funds so loaned or invested;

(i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this State;

(j) To make donations for the public welfare or for charitable, scientific or educational purposes;

(k) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees.

ARTICLE IV SHARES

The total authorized stock is: 50,000 common shares of no par value.

The shares of the corporation shall be represented by certificates signed by the president or a vice-president and the secretary, and may be sealed with the seal of the corporation or facsimile thereof.

ARTICLE V DIRECTORS

The initial Board shall consist of two directors and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

Linda W. Whittemore
Secretary/Treasurer
40 W. Franklin, Unit F.
Meridian, ID 83642

F. Thomas Whittemore
President
40 W. Franklin, Unit F.
Meridian, ID 83642

ARTICLE VI
REGISTERED OFFICE

The address of the initial registered office is:

40 West Franklin, Unit F
Meridian, Idaho 83642

The name and address of the registered agent is:

F. Thomas Whittemore
40 West Franklin, Unit F
Meridian, Idaho 83642

ARTICLE VII
TERM

The term of existence of the corporation shall be perpetual.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND AGENTS

The corporation shall indemnify to the full extent permitted by law any person who has made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he, his testator or intestate is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was, a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against

any liability asserted against him and incurred by him in any such capacity or arising out of the status as such, rather or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE IX
SPECIAL PROVISION FOR CLOSE CORPORATION

The Corporation is a close Corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means of public offering, solicitation or advertisement. All issued shares, excluding treasury shares and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than five persons in the aggregate.

ARTICLE XI
INCORPORATORS

The names and addresses of the incorporators are as follows:

F. Thomas Whittemore
F. THOMAS WHITTEMORE
40 W. Franklin, Unit F.
Meridian, ID 83642

Linda W. Whittemore
LINDA W. WHITTEMORE
40 W. Franklin, Unit F.
Meridian, Id 83642