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STATE OF IDAHO

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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
Prescott Care Corporation**

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

Article 1: Name

The name of the Corporation is: Prescott Care Corporation

Article 2: Stock

2.a. Shares of Stock. The aggregate number of shares which the corporation shall have the authority to issue is **Two Thousand five hundred (2,500)**.

2.b. Common Stock; No Preemptive Rights. All stock shall be common stock, and when fully paid shall be non-assessable. There shall be no preemptive rights with any shareholder to acquire unissued treasury shares. Stock shall be subject to call and redemption in accordance with the Bylaws.

2.c. Voting Rights. Each share of stock shall be entitled to one vote.

2.d. Restrictions on Transfer. No shareholder may sell or transfer his or her shares except to another individual who is eligible to be a shareholder and only after approval of a simple majority of the transfer at a stockholder's meeting as provided by law and in accordance with the Bylaws.

Article 3: Registered Office and Agent

The principal place of the activities and the registered office of Corporation is at **110 North 800 East, Jerome, Idaho 83338**. The registered agent is **Andrew T.C. Prescott** whose address is the office of the Corporation. Corporation may conduct part or all of its business in any other part of the State of Idaho or any other state where authorized by law.

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Article 4: Name and Address of Incorporators

The name(s) and address(es) of the initial incorporator(s) of the Corporation are as follows:

NAME: Andrew T.C. Prescott

ADDRESS: 350 N 900 East, Jerome, Idaho 83338.

NAME: Janet L. Prescott

ADDRESS: 350 N 900 East, Jerome, Idaho 83338.

NAME: Kathryn D.D. Prescott

ADDRESS: 236 S 1st West #109, Rexburg, Idaho 83460.

NAME: Byrum Roy Prescott

ADDRESS: 135 North 800 East, Jerome, Idaho 83338.

NAME: Judith Ann Prescott

ADDRESS: 135 North 800 East, Jerome, Idaho 83338.

Article 5: Mailing Address

The mailing address of the Corporation shall be **110 North 800 East, Jerome, Idaho 83338.**

Article 6: Purpose and Powers

The purpose of the Corporation is to engage in any lawful act or activity for which authorized corporations may be organized under the laws of the State of Idaho including, but not limited to the following:

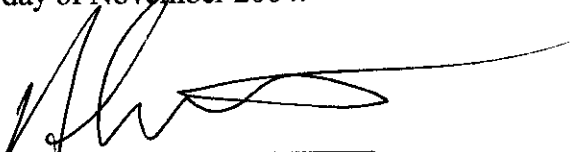
6.a. Nursing Care Facility and Related Businesses. To engage in the business of providing nursing care services and related businesses. To purchase, receive, own, hold, improve, and use real property, or any interest in real or personal property wherever situated, and sell, convey, rent, lease, exchange, transfer, mortgage, or pledge, any of Corporation's real property and other assets, or any interest in Corporation's real property, personal property and other assets.

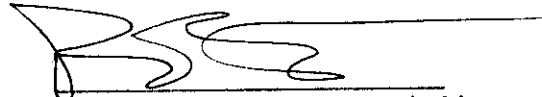
6.b. Acquire Going Businesses. Acquire by purchase, exchange, or otherwise, all, or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations engaged in any business for which a corporation may be organized under the laws of the State of Idaho; pay for the same in cash, property, or corporation's own or other securities; hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part; and assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or part of any business acquired.

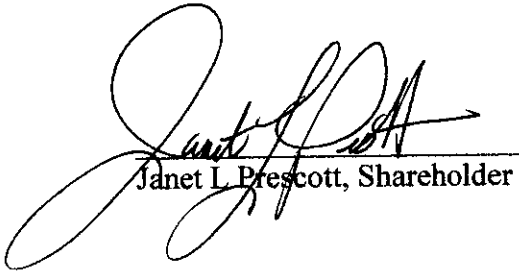
6.c. Borrow Money and Issue Instruments of Indebtedness. Borrow money without limit as to the amount at such rates of interest as Corporation may determine; and to secure any of its obligations by mortgage, pledge, or other encumbrance of all or any of its property and income.


6.d. Enumeration of Purposes and Powers Not Limiting. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation.

IN WITNESS WHEREOF, the parties have executed this Agreement on this 6th day of November 2004.


Andrew T.C. Prescott, Shareholder


Byrum Roy Prescott, Shareholder


Janet L. Prescott, Shareholder


Judith Ann Prescott, Shareholder


Kathryn D.D. Prescott, Shareholder