

FILED

IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

ARTICLES OF INCORPORATION
OF
OCCUCENTERS, INC.

NOV 23 1993

15231-93

CHERYL A. LAU SECRETARY OF STATE

The undersigned incorporator executes these articles of
incorporation for the purpose of forming a corporation under
Chapter 78 of the Nevada Revised Statutes.

ARTICLE I
NAME

The name of the corporation is OccuCenters, Inc. (the
"Corporation").

ARTICLE II
RESIDENT AGENT

The name and street address of the resident agent is The
Corporation Trust Company of Nevada, One East First Street, Reno,
Nevada 89501.

ARTICLE III
SHARES OF STOCK

The number of shares the Corporation is authorized to issue is
1,000,000 shares of common stock, \$.01 par value.

ARTICLE IV
GOVERNING BOARD

Section 4.1 Board. The governing board shall be styled as
directors, and the number for the first board of directors shall be
one (1). Provided that the Corporation has at least one director,

the number of directors may at any time or times be increased or decreased as provided in the bylaws.

Section 4.2 First Directors. The name and business post office box address of the first director are as follows:

James M. Greenwood	3010 LBJ Freeway, Suite 400
	Dallas, Texas 75234

ARTICLE V
INCORPORATOR

The name and business post office box address of the incorporator signing these articles of incorporation is Jonnie L. Callahan, 900 Jackson Street, Dallas, Texas 75202-4499.

ARTICLE VI
DIRECTORS' AND OFFICERS' LIABILITY

No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer. However, the foregoing provision shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article VI by the stockholders of the Corporation shall be

prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE VII
INDEMNITY

Section 7.1 Right to Indemnity. Every person who was or is a party, or is threatened to be made party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person or a person for whom such person is the legal representative is or was a director, officer, agent or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada, from time to time existing, against all expenses, liability and loss (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such director, officer or representative may have or hereafter acquire, and, without limiting the generality of such statement, such persons shall be entitled to

their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article VII.

Section 7.2 Expenses Advanced. Expenses of directors and officers incurred in defending a civil or criminal action, suit or proceeding by reason of any act or omission of such director or officer acting as a director or officer shall be paid by the Corporation as such expenses are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of any undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Corporation.

Section 7.3 Bylaws and Insurance. Without limiting the application of the foregoing, the board of directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the Corporation to purchase and maintain insurance or make other financial arrangements 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 such

person and incurred in any such capacity or arising out of such status, to the fullest extent permitted by the laws of the State of Nevada, whether or not the Corporation would have the power to indemnify such person against such liability and expenses.

Section 7.4 Survival. The indemnification and advancement of expenses provided in this Article VII shall continue for a person who has ceased to be a director, officer, employee or agent, and inures to the benefit of the heirs, executors and administrators of such a person.

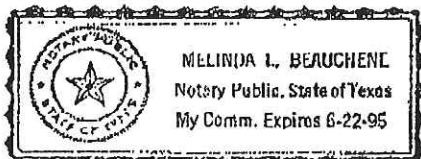
Incorporator

Date: November 23, 1993

Jonnie L. Callahan
Jonnie L. Callahan

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 23rd day of November, 1993, there personally appeared before me a Notary Public, Jonnie L. Callahan, who acknowledged that she executed the foregoing articles of incorporation.



Melinda L. Beauchene
Notary Public

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RECEIVED

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Secretary of

SECRETARY OF STATE



CORPORATE CHARTER

I, CHERYL A. LAU, Secretary of State of the State of Nevada, do hereby certify that **OCCUCENTERS, INC.** did on the **TWENTY-THIRD** day of **NOVEMBER, 1993**, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this **TWENTY-THIRD** day of **NOVEMBER, 1993**.



Secretary of State

By

Deputy