

State of Idaho

Department of State

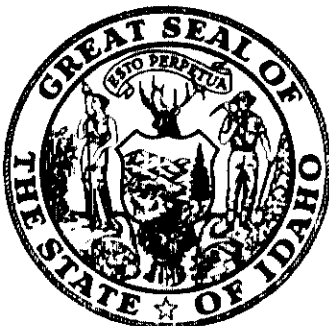
CERTIFICATE OF INCORPORATION OF

DIABETES AND ENDOCRINE CENTER, LUBOMIR J. VALENTA, M.D. P.A.
File number C 115767

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: July 17, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sisko*

JUL 17 8 53 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

DIABETES AND ENDOCRINE CENTER, LUBOMIR J. VALENTA, M.D., P.A.

The undersigned natural persons, hereby establish a professional service corporation pursuant to the statutes of Idaho, and adopt the following Articles of Incorporation:

I.

The name of the Corporation is DIABETES AND ENDOCRINE CENTER, LUBOMIR J. VALENTA, M.D., P.A.

II.

The corporation shall have a perpetual existence.

III.

The Corporation is organized solely for the purpose of conducting the practice of medicine only through persons qualified to practice medicine in the State of Idaho. Such persons shall practice the profession of medicine in accordance with all rules of the State Board of Medicine of the State of Idaho. The Corporation shall at any time comply with standards of professional conduct promulgated by such Board.

IV.

The Corporation may exercise the powers and privileges now or hereafter conferred upon Corporation by Idaho law only in furtherance of and subject to the limitations stated in the preceeding paragraph.

V.

All shareholders of the Corporation shall be persons duly licensed by the State Board of Medicine of the State of Idaho to practice medicine in the State of Idaho. All shares of any shareholder who ceases to be eligible to be a shareholder of the Corporation shall be sold or transferred in accordance with the provision of paragraph VIII.

IDAHO SECRETARY OF STATE
DATE 07/17/1996 0900 11360
CX #: 1053 DIST# 69140
CORP
100.00= 100.00

: C

VI.

The aggregate number of shares which the Corporation shall have authority to issue is 100 common shares, each having a par value of \$ 100.00.

VII.

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the Corporation and may vote cumulatively.

VIII.

Within 30 days after any shareholder ceases to be eligible to be a shareholder, the Corporation shall purchase all of the shares he own or such shares shall be transferred to a qualified person as described in Article V. The price to be paid by the Corporation and the schedule of payments shall be specified in the Bylaws, and if no price or schedule is so specified, the price shall be the pro rata net book value thereof as of the last day of the month preceeding the date of purchase and payment shall be made in cash against receipt of the shares.

IX.

The shareholders of the Corporation shall be jointly and severally liable for all acts, errors and omissions of the employee of the Corporation.

X.

One director shall constitute the initial board, his name and address being as follows:

NAME:

LUBOMIR J. VALENTA

ADDRESS:

325 Martin St. Suite No. 2
Twin Falls, Idaho 83301

The president of the Corporation shall be a shareholder and director. All other officers and directors of the Corporation to the extent possible shall be persons eligible to be shareholders.

XI.

The business and affairs of the Corporation shall be managed by the Shareholders of the Corporation and by the Board of Directors.

The Board shall be authorize to manage only so much of the business and affairs of the Corporation as shall from time to time be delegated to it by the shareholders by means of Bylaws or otherwise.

Only directors and officers of the Corporation who are eligible to be shareholders shall excercise any authority with respect to professional decisions and matters relating to the practice of medicine.

The right to amend or repeal the Bylaws and to adopt new Bylaws is reserved to shareholders.

XII.

The address of the initial registered office of the Corporation is 325 Martin St. Suite # 2, Twin Falls, Idaho, 83301. The name of its initial registered agent at such address is Lubomir J. Valenta. The Corporation may conduct part or all of its business in any other part of Idaho.

XIII.

The name and address of each incorporator is:

NAME:

ADDRESS:

Lubomir J. Valenta

325 Martin St. Suite # 2
Twin Fall, Idaho 83301

DATED: July 16, 1996



LUBOMIR J. VALENTA

STATE OF IDAHO

County of Twin Falls)

ss.

On this 16th day of July, 1996, before me, the undersigned Notary Public in and for said County and State, personally appeared LUBOMIR J. VALENTA, known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation of DIABETES AND ENDOCRINE CENTER, LUBOMIR J. VALENTA, MD, FPA, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my original seal the day and year in this certificate
first above written.

Karen Little
Notary Public for Idaho
Residing at: Twin Falls County
Exp. 8-1-2002