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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
WAPATI HEALTH SERVICES, LTD.

Prepared by:

F. WILLIAM HAUSLADEN, JR., ESQUIRE, PLLC

307 N. 2ND AVENUE, SUITE 6

P.O. BOX 1092

SANDPOINT, IDAHO 83864

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ARTICLES OF INCORPORATION
OF
WAPATI HEALTH SERVICES, LTD.

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

ARTICLE ONE
NAME OF CORPORATION

The name of the corporation shall be "WAPATI HEALTH SERVICES, LTD."

ARTICLE TWO
PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE THREE
CORPORATE PURPOSES

The purposes for which the corporation is organized shall be any or all lawful purposes and business for which a corporation may be incorporated under the Idaho Business Corporation Act and the laws of the State of Idaho.

ARTICLE FOUR
AUTHORIZED SHARES OF STOCK

The aggregate number of shares of corporate stock which the corporation shall have authority to issue shall be one hundred thousand (100,000) shares consisting of: (a) 50,000 shares of Class A Common Stock, par value \$.01 per share, and (b) 50,000 shares of Class B Common Stock, par value \$.01 per share. Class A Common Stock and Class B Common Stock shall be identical in all respects except that Class B Common Stock shall not have the right to vote and Class A Common Stock shall have the right to vote.

IDAHO SECRETARY OF STATE

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ARTICLE FIVE
NO PREEMPTIVE RIGHTS

There shall be no provisions granting preemptive rights to any class of stock or any stockholder.

ARTICLE SIX
BYLAWS REGULATE INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the organization shall be set forth in the Bylaws of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE AND AGENT

The name and physical address of the initial registered office of the corporation shall be WAPATI HEALTH SERVICES, LTD., 307 N. 2nd Avenue, Suite 6, Sandpoint, Idaho 83864.

The name and physical address of the initial registered agent of the corporation shall be F. William Hausladen, Jr., 307 N. 2nd Avenue, Suite 6, Sandpoint, Idaho 83864.

The mailing address of the initial registered agent and of the registered office of the corporation shall be WAPATI HEALTH SERVICES, LTD., c/o F. William Hausladen, Jr, P.O. Box 1092, Sandpoint, Idaho 83864.

ARTICLE EIGHT
CORPORATE DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation shall be three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

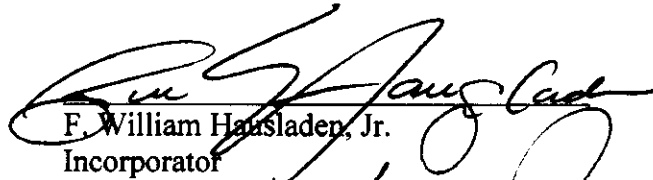
Name	Address
F. William Hausladen, Jr.	P.O. Box 1092, Sandpoint, Idaho 83864;
Mark B. Jones	P.O. Box 2011, Sandpoint, Idaho 83864; &
Dane Janssen	111 Cedar St., Suite 4, Sandpoint, Idaho 83864.

ARTICLE NINE
INCORPORATOR

The names and addresses of the initial incorporators are:

Name	Address
F. William Hausladen, Jr.	P.O. Box 1092, Sandpoint, Idaho 83864; and
Mark B. Jones	P.O. Box 2011, Sandpoint, Idaho 83864.

These Articles of Incorporation of WAPATI HEALTH SERVICES, LTD. shall be and are hereby adopted on this 7TH day of August, in the year 1998.


F. William Hausladen, Jr.
Incorporator


Mark B. Jones
Incorporator