

State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Consolidation of _____

STEPHEN J. CARTER, M.D. P.A. and

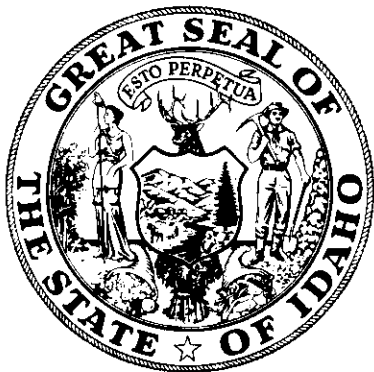
JAMES L. RICHARDS P.A.

into CARTER AND RICHARDS, P.A.,

duly signed and verified 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 CONSOLIDATION, and attach hereto a duplicate original of the Articles of CONSOLIDATION.

Dated March 1, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

John J. Clark
Corporation Clerk

ARTICLES OF CONSOLIDATION OF
DOMESTIC CORPORATIONS
INTO CARTER AND RICHARDS, P.A.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Consolidation for the purpose of consolidating them into a new corporation:

FIRST: The following Plan of Consolidation was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

(a) Names of Corporations Involved. James L. Richards, P.A. and Stephen J. Carter, M.D., P.A. are the names of the corporations proposing to consolidate. The name of the new corporation into which they propose to consolidate is Carter and Richards, P.A.

(b) Terms and Conditions of the Proposed Consolidation. At the effective time of the merger, the separate existence of Stephen J. Carter, M.D., P.A. and James L. Richards, P.A. (hereinafter sometimes referred to collectively as "the consolidating corporations") shall cease and the consolidating corporations shall be merged into Carter and Richards, P.A. (hereinafter designated as "the new corporation"). Consumation of this agreement shall be effective on the date on which Articles of Consolidation are filed in the office of the Secretary of State of the State of Idaho and a Certificate of Consolidation is issued by the State of Idaho.

Governing law of the merger and the new corporation shall be that of the State of Idaho. The directors of the new corporation shall be James L. Richards, M.D. and Stephen J. Carter, M.D. until their successors are elected and qualified. The president of the new corporation shall be James L. Richards, M.D. and the secretary of the new corporation shall be Stephen J. Carter, M.D.

At the effective time of the merger, the new corporation shall succeed to and shall possess and enjoy all the rights, privileges, immunities, powers and franchises both of a public and private nature and be

subject to all the restrictions, disabilities, and duties of the consolidating corporations and all property, real, personal and mixed and all debts due to either of the consolidating corporations on whatever account for stock subscriptions as well as other things in action or belonging to each of the consolidating corporations shall be vested in the new corporation; and all property, rights, privileges, immunities, powers, and franchises and all and every other interest shall be thereafter as effectually the property of the new corporation as they were of the consolidating corporations and the title to any real estate vested by deed or otherwise in either of the consolidating corporations shall not revert or in any way be impaired by reason of the consolidation; provided, however, that all rights of creditors and all liens upon any property of either of the consolidating corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the consolidation, and all debts, liabilities and duties of the consolidating corporations shall hence forth attach to the new corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the new corporation.

The assets and liabilities of the consolidating corporations as of the effective time of the merger shall be taken up on the books of the new corporation at the amounts at which they shall be carried at that time on the books of the respective consolidating corporations. The amount of capital of the new corporation after the consolidation shall be equal to the sum of the aggregate amount of the par value of the stock to be issued in the consolidation. The surplus of the new corporation after the consolidation including any surplus arising in the consolidation shall be available to be used for any legal purposes for which said surplus may be used.

(c) Conversion of Shares. James L. Richards, P.A. will transfer its assets to Carter and Richards, P.A. in return for twenty five (25) shares of stock in Carter and Richards, P.A. The stock of James L. Richards, P.A. will be redeemed by exchanging Carter and Richards, P.A. stock for it. James L. Richards, P.A. will then cease to do business.

Stephen J. Carter, M.D., P.A. will transfer its assets to Carter and Richards, P.A. in return for twenty five (25) share of stock in Carter and Richards, P.A. The stock of Stephen J. Carter, M.D., P.A. will be redeemed by exchanging Carter and Richards, P.A. stock for it. Stephen J. Carter, M.D., P.A. will then cease to do business.

(d) Terms of the New Corporation.

1. The name of the new corporation shall be Carter and Richards, P.A.

2. The purposes for which said corporation is formed are:

To carry on the profession of the practice of general medicine and surgery, provided that such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice medicine as physicians and surgeons.

To have, exercise and enjoy all of the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by the Idaho Professional Corporation Act and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes.

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

3. The new corporation is to have perpetual existence.

4. The address of the new corporation's initial registered office shall be 870 Memorial Drive, Idaho Falls, County of Bonneville, State of Idaho and the name of its initial registered agent at such address is Stephen J. Carter, M.D.

5. The capital stock of the new corporation shall be fifty (50) shares of common stock, without par value. The capital stock of the new corporation shall not be assessable.

6. The number of directors constituting the intitial board of directors of the new corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

James L. Richards, M.D.
870 Memorial Drive
Idaho Falls, Idaho 83402

Stephen J. Carter, M.D.
870 Memorial Drive
Idaho Falls, Idaho 83402

7. Provisions denying preemptive rights are: None.

8. Provisions for the regulation of the internal affairs of the corporation are: None.

SECOND: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a class Designation Of Class</u>	<u>Number of Shares</u>
James L. Richards, P.A.	20	Common	20
Stephen J. Carter, M.D., P.A.	10	Common	10

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Number of Shares				
	Entitled to Vote as a class				
	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
James L. Richards, P.A.	20	-0-	Common	20	-0-
Stephen J. Carter, M.D., P.A.	10	-0-	Common	20	-0-

DATED: 2/22/85

STEPHEN J. CARTER, M.D., P.A.

By Stephen J. Carter
Stephen J. Carter, President

and Lorraine P. Carter
Lorraine P. Carter, Secretary

JAMES L. RICHARDS, P.A.

By James L. Richards
James L. Richards, President

and A. Kristine Richards
A. Kristine Richards, Secretary

STATE OF IDAHO)
) ss.
County of Bonneville)

I, Juanita M. Skerton, a Notary Public, do hereby certify that on this 22 day of February, 1985, personally appeared before me STEPHEN J. CARTER, M.D., who, being by me first duly sworn, declared that he is the President of Stephen J. Carter, M.D., P.A., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(seal)

Juanita M. Skerton
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 12/17/85

STATE OF IDAHO)
) ss.
County of Bonneville)

I, Juanita M. Skerton, a Notary Public, do hereby certify that on this 22 day of February, 1985, personally appeared before me JAMES L. RICHARDS, P.A., who, being by me first duly sworn, declared that he is the President of James L. Richards, P.A., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(seal)

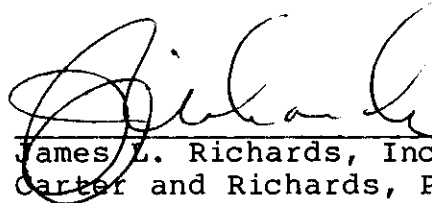
Juanita M. Skerton
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 12/17/85

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The undersigned being the incorporator of Carter and Richards, P.A., hereby gives permission to the corporations submitting the enclosed Article of Consolidation to use the name Carter and Richards, P.A.

The original Carter and Richards, P.A. has never issued stock or had an organizational meeting.

DATED: 2/22/85


James L. Richards, Incorporator
Carter and Richards, P.A.