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State of Idaho

Department of State

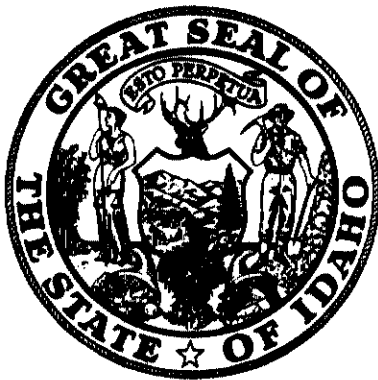
CERTIFICATE OF INCORPORATION OF

MAGIC VALLEY EAR, NOSE & THROAT ASSOCIATES, P.A.

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: August 7, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

AUG 7 4 24 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

MAGIC VALLEY EAR, NOSE & THROAT ASSOCIATES, P.A.

KNOW ALL MEN BY THESE PRESENTS, That we, H. PETER DOBLE, II, M.D., MARK F. GREFENSON, M.D. and LARRY D. MAXWELL, M.D., duly licensed medical doctors in the State of Idaho, desire to form a professional corporation pursuant to Chapter 13 of Title 30, Idaho Code, for the purpose of rendering medical services and hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

Name. The name of this corporation shall be MAGIC VALLEY EAR, NOSE & THROAT ASSOCIATES, P.A.

ARTICLE II.

Duration. The duration of the corporation shall be perpetual.

ARTICLE III.

Purpose and Power. The purpose for which this corporation is organized is to engage in the practice of medicine and the providing of medical services and to have and to exercise all powers now or hereafter conferred by the laws of the State of Idaho upon professional corporations. The corporation shall, in furtherance of its purpose and without limiting its powers granted by law now existing or

hereafter amended, have the power to invest its funds in real property and securities, to acquire, own and dispose of real and personal property, and to do all other acts to the extent permitted under Chapter 13, Title 30 of the Idaho Code.

ARTICLE IV.

Capitalization. The aggregate number of shares of stock that the corporation is authorized to issue is Ten Thousand (10,000) shares, which shares shall be common stock having a par value of zero dollars (\$0.00) per share. Stock shall be issued only to persons who are licensed medical doctors in the State of Idaho.

ARTICLE V.

Initial Office and Registered Agent. The address of the initial office of the corporation and the name of the initial registered agent is as follows:

Larry D. Maxwell, M.D.
570 Shoup Avenue West
Twin Falls, Idaho 83301

ARTICLE VI.

Directors. The corporation shall be governed by a board consisting of not less than one (1) and no more than three (3) directors. Directors shall be stockholders in the corporation and shall be elected by the stockholders.

The number of directors constituting the initial board of directors is three (3) and the names and post

office addresses of the persons who shall serve as directors until their successors are elected and qualified are:

H. Peter Doble, II, M.D.
570 Shoup Avenue West
Twin Falls, Idaho 83301

Mark F. Grefenson, M.D.
570 Shoup Avenue West
Twin Falls, Idaho 83301

Larry D. Maxwell, M.D.
570 Shoup Avenue West
Twin Falls, Idaho 83301

ARTICLE VII.

Incorporators. The name and post office address of each incorporator is:


Mark F. Grefenson, M.D. 570 Shoup Avenue West
Twin Falls, Idaho 83301

Larry D. Maxwell, M.D. 570 Shoup Avenue West
Twin Falls, Idaho 83301

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Twin Falls, Idaho, this 7th day of August, 1991.



MARK F. GREFENSON, M.D.

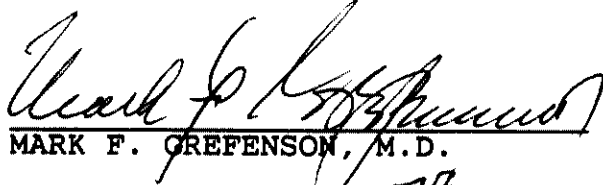


LARRY D. MAXWELL, M.D.

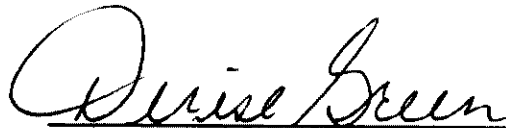
STATE OF IDAHO)
) : ss.
County of Twin Falls)

MARK F. GREFENSON, M.D., being first duly sworn upon oath, deposes and says:

That he is one of the incorporators in the above Articles of Incorporation; that he has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the facts stated therein to be true and correct.


MARK F. GREFENSON, M.D.

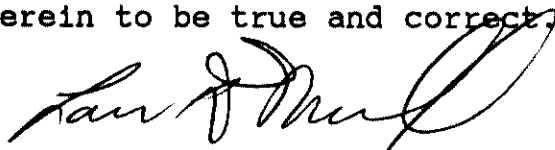
SUBSCRIBED AND SWORN to before me this 7th day of August, 1991.


Notary Public for Idaho
Residing at Twin Falls
Commission Expires: 1-2-97

STATE OF IDAHO)
): ss.
County of Twin Falls)


LARRY D. MAXWELL, M.D., being first duly sworn upon oath, deposes and says:

That he is one of the incorporators in the above Articles of Incorporation; that he has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the facts stated therein to be true and correct.



LARRY D. MAXWELL, M.D.

SUBSCRIBED AND SWORN to before me this 7th day of August, 1991.



Notary Public for Idaho
Residing at Twin Falls
Commission Expires: 1-2-97