

ARTICLES OF INCORPORATION **FILED EFFECTIVE**
OF
CRITERION PROFESSIONAL SERVICES, P.C.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "**Corporation**") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act and under Section 30-1304 of the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be CRITERION PROFESSIONAL SERVICES, P.C.

ARTICLE II
PURPOSE AND EXISTENCE

The Corporation shall have perpetual existence, and the purposes for which the Corporation are formed are: (a) to render professional medical services and allied professional services, and (b) to engage in such other activity or business as may be authorized or permitted by the Idaho Professional Service Corporation Act.

ARTICLE III
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in the State of Idaho is 3098 Starview Dr., Boise, ID 83712. The name of its registered agent such address is John D. Crites, M.D.

ARTICLE IV
CAPITALIZATION

The Corporation has the authority to issue 10,000 shares, no par value per share, all of which shall be common voting stock.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors.

Section 5.2 The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws.

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**ARTICLE VI
AMENDMENT OF BYLAWS**

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The shareholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

**ARTICLE VII
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator are:

Name:

Address

Paul M. Boyd

c/o Stoel Rives LLP
101 S. Capitol Blvd., Suite 1900
Boise, Idaho 83702

**ARTICLE IX
LIMITATION ON LIABILITY**

To the full extent permitted by Idaho law as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

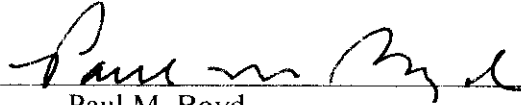
**ARTICLE X
INDEMNIFICATION**

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by Idaho law as presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article X. No amendment to or repeal of this Article X shall apply to or have any effect on the right to indemnification permitted or authorized

hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

* * *

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 27th day of May, 2005.

A handwritten signature in cursive script, appearing to read "Paul M. Boyd", is written over a horizontal line.

Paul M. Boyd
Incorporator