

**CERTIFICATE OF INCORPORATION
OF**

THE MONACO INSTITUTE DEVELOPMENT CORPORATION

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.

July 20, 1987

Dated:



Pete T. Cenarrusa

SECRETARY OF STATE

by: Sandra McAuthors

Jul 20 4 07 PM '87

ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

THE MONACO INSTITUTE DEVELOPMENT CORPORATION

The undersigned, acting as incorporator of THE MONACO INSTITUTE DEVELOPMENT CORPORATION, a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is THE MONACO INSTITUTE DEVELOPMENT CORPORATION.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act and as such may be amended.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) shares of common stock of a par value of \$1.00 per share, an aggregate total capital of FIVE THOUSAND AND NO/100 DOLLARS (5,000.00).

FIFTH: Provisions denying preemptive rights are: There are no preemptive rights.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: The By-Laws shall set the number of and qualifications of Directors and Officers and shall set forth any restrictions, if any, on the transfer of shares.

SEVENTH: The address of the initial registered office of the corporation is and the name of its initial registered agent at such address is

LARRY RINCOVER
816 W. Bannock
Boise, ID 83702

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is as set forth in the By-Laws, 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:

NAME

ADDRESS

Edward H. Gilbert, M.D.

69-780 Stellar Dr.
Rancho Mirage, Calif.
92270

Francois de Monseignat

7 Avenue de Grande-
Bregagne
Monte Carlo, Monaco
98000

Larry Rincover

816 W. Bannock
Boise, ID 83702

NINTH: The name and address of the incorporator is:

NAME

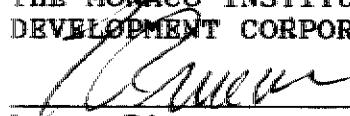
ADDRESS

Larry Rincover

816 W. Bannock
Boise, ID 83702

DATED this _____ day of July, 1987.

THE MONACO INSTITUTE
DEVELOPMENT CORPORATION


Larry Rincover