

State of Idaho

Department of State

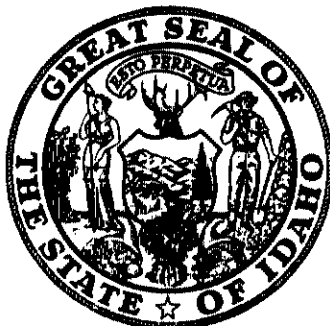
CERTIFICATE OF INCORPORATION OF

ROCKY MOUNTAIN EMERGENCY MEDICINE, 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: January 11, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

ARTICLES OF INCORPORATION

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IDaho SECRETARY OF STATE

OF
Rocky Mountain Emergency Medicine
~~MOUNTAIN WEST EMERGENCY MEDICAL, P.A.~~

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The undersigned, being a duly licensed physician, qualified to practice medicine pursuant to the laws of the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and Idaho Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be *Rocky Mountain Emergency*
~~MOUNTAIN WEST EMERGENCY~~
~~MEDICAL, P.A.~~
Medicine

ARTICLE II

The purposes for which said corporation is formed are:

A. to carry on the profession of the practice of medicine, 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.

B. 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.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The address of the Corporation's initial registered office shall be 11245 N. 75th E., Idaho Falls, County of Bonneville, State of Idaho, 83401, and the name of its initial registered agent at such address is Joseph M. Anderson D.O.

ARTICLE V

The capital stock of the Corporation shall be five hundred (500) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

ARTICLE VI

The name and address of the incorporator is:

Joseph M Anderson D.O.
11245 N. 75th E.
Idaho Falls, Idaho 83401

ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is one and the name and address of the person who is to serve as director until or until his successor is elected and shall qualify is:

Joseph M. Anderson D.O.
11245 N. 75th E.
Idaho Falls, Idaho 83401

ARTICLE VIII

Provisions denying preemptive rights are: None

ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are such as may be provided in the By-Laws of the corporation.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation, of the general powers conferred by the laws of the state of Idaho and of the purposes and objects hereinabove stated, this corporation shall have all of the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) Widow's death benefit plan;
- (2) Group insurance plan;
- (3) Medical reimbursement plan;
- (4) Disability and wage continuation plan;
- (5) Pension plan;
- (6) Profit-sharing plan;
- (7) Stock bonus plan;
- (8) Thrift and savings plan;

- (9) Restricted stock option plan; or
- (10) Other retirement or incentive compensation plans.

ARTICLE XI

This corporation is a professional service corporation incorporated under Chapter 13 of Title 30 of the Idaho Code, as amended, and as such is fully subject to all the provisions of said Chapter 13, all of which are incorporated in these Articles as though fully set forth at length.

DATED this 4 day of Jan, 1993.


Joseph M. Anderson D.O.

INCORPORATOR