

**CERTIFICATE OF INCORPORATION
OF**

JOSEPH E. PODANY, JR., M.D., 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 8, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra Hawkey*

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ARTICLES OF INCORPORATION

OF

JOSEPH E. PODANY, JR., M.D., P.A.

The undersigned, acting as the incorporator of a corporation under the Idaho Professional Service Act, adopts the following Articles of Incorporation for such corporation:

FIRST: That the name of the corporation is:

JOSEPH E. PODANY, JR., M.D., P.A.

SECOND: That the period of its duration is perpetual.

THIRD: That the purpose for which the corporation is organized is to provide services in the field of medicine and related fields as provided by the laws of the State of Idaho.

FOURTH: That the aggregate number of shares which the corporation shall have authority to issue is fifty (50) shares of common stock, all of one class, without par value.

FIFTH: That the address of the initial registered office of the corporation is: 2860 Channing Way, Suite 206, Idaho Falls, Idaho 83404; that the name of its initial registered agent at such address is: Joseph E. Podany, Jr., M.D.

SIXTH: The Shareholder of the corporation may, from time to time, distribute to himself out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions;

(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent;

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares;

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the Stockholder receiving the same concurrently with the distribution thereof.

SEVENTH: That the number of Directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as a Director until the first annual meeting of Stockholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Joseph E. Podany, Jr., M.D.	9230 South 1st East Idaho Falls, Idaho 83404

EIGHTH: That the name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph E. Podany, Jr., M.D.	9230 South 1st East Idaho Falls, Idaho 83404


Dated this 6th day of January, 1988.


Joseph E. Podany, Jr., M.D.

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 6th day of January, 1988, before me,
Debbie W. Hamilton, a Notary Public in and for said State,
personally appeared JOSEPH E. PODANY, JR., M.D., known to me to
be the person whose name is subscribed to the within and
foregoing instrument, and acknowledged to me that he executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, the day and year in this certificate
first above written.


Notary Public for Idaho
Residing at Idaho Falls, Idaho
Commission Expires: 4-11-93