

Articles of Incorporation

of

Boise Laser and Cosmetic Surgery Center,

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SECRETARY OF STATE
STATE OF IDAHO

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

ARTICLE I. Name. "Boise Laser and Cosmetic Surgery Center, P.C." is the name of the Corporation.

ARTICLE II. Authorized Shares. The aggregate number of shares the corporation is authorized to issue is 100, all of which are voting stock.

ARTICLE III. Initial Registered Agent and Office. The name and the address of the Corporation's initial registered agent and office, respectively, are—

Bret Rodgers, M.D.
6077 N. Eagle Road, Boise, Idaho.

ARTICLE IV. Initial Board of Directors. Initially, the Board of Directors shall have just one (1) member. Until such time as the shareholders meet and elect a new Board of Directors, the name and the address of sole member of the Corporation's initial Board of Directors, respectively, are—

Bret Rodgers, M.D.
6077 N. Eagle Road, Boise, Idaho.

ARTICLE V. Incorporator. The name and address of the incorporator are—

John G. Simmons
P.O. Box 50577, Idaho Falls, Idaho 83405-0577.

The incorporator shall serve as and act in lieu of a board of directors for the Corporation, with all authority, power, and obligation of the such board of directors (including the authority to conduct an organizational meeting, elect officers and adopt bylaws) until the shareholders properly elect such board of directors.

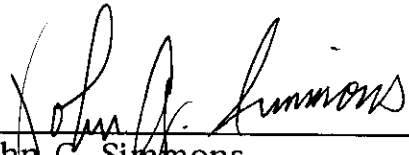
ARTICLE VI. Voting of Shares.

- (a) Except as provided in sections (b) and (d) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
- (b) The Corporation is not entitled to vote treasury shares. The shares of the Corporation are not entitled to be voted if they are owned, directly or indirectly, by a second corporation, domestic or foreign, if this Corporation owns, directly or indirectly, a majority of shares entitled to vote for directors of the second corporation.
- (c) Section (b) of this Article does not limit the power of this Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
- (d) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE VII. Preemptive Rights. The shareholders have preemptive rights to and against the issuance by the Corporation of additional shares of stock.

ARTICLE VIII. Cumulative Voting for Directors. In voting for directors, each shareholder shall be allowed to vote the number of shares of stock owned by him of record for each of as many persons as there are directors to be elected, or to cumulate said votes and give one candidate as many votes as the number of candidates multiplied by the number of his shares of stock shall equal, or to distribute them on the same principal among as many candidates as he shall see fit

ARTICLE IX. Professional Corporation. This Corporation is a professional service corporation, also subject to the Idaho Professional Service Corporation Act, Chapter 13 of Title 30 of the *Idaho Code*, as amended, all the provisions of which are incorporated in these Articles as though fully set forth at length. A purpose of this Corporation is to practice medicine, but only by and through individuals so licensed by or otherwise authorized under the laws of the State of Idaho to do so.



John G. Simmons
Incorporator
Corp45/JGS/0361-000

Dated: April 13, 2001