

State of Idaho

Department of State

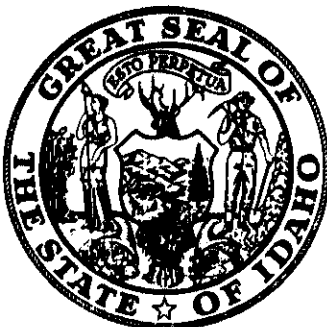
CERTIFICATE OF INCORPORATION OF

CENTRAL PRO-MED, 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: March 7, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF
CENTRAL PRO-MED, P.A.

The undersigned, for the purpose of forming a corporation under the Idaho Code Professional Service Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

CENTRAL PRO-MED, P.A.

ARTICLE II

The purpose for which said corporation is formed is to provide emergency room services and general medical services and other related purposes.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and mailing address of its initial registered office and the name of its initial registered agent at such address is as follows: Alan Ball, 1360 Ponder Point Drive, Sandpoint, ID 83864.

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ARTICLE V

The total number of shares of stock which this corporation is authorized to issue is: One (1) share of Common Stock with the par value of One Hundred Dollars (\$100.00) each.

ARTICLE VI

The name and post office address of the incorporator is: Carol K. Dolor, Corporate Agents, Inc., 1013 Centre Road, Wilmington, DE 19805.

The number of directors constituting the initial board of directors shall be one and the name and post office address of the initial board of directors, who are to serve until the first annual meeting of shareholders or until their successors are elected and qualify are:

| NAME | ADDRESS |
|-----------|------------------------------------------------|
| Alan Ball | 1360 Ponder Point Drive Sandpoint, ID 83864 |

IN WITNESS WHEREOF, I have hereunto set my hand and seal this twenty-fifth of February, 1994.



Carol K. Dolor

STATE OF DELAWARE)
 SS
COUNTY OF NEW CASTLE)

On this twenty-fourth of February, 1994, before me personally appeared, Carol K. Dolor, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

In witness whereof, I have hereunto set my hand and affixed by official seal this twenty-fourth of February, 1994.

Janet B Woznicki

JANET B. WOZNICKI
NOTARY PUBLIC OF DELAWARE
APPOINTED AUGUST 5, 1992
TERM 4 YEARS