

FILED/EFFECTIVE

Filed at the Request of:
R. Brent Archibald, M.D.
999 N. Curtis Road, Suite 516
Boise, ID 83706

Space for Secretary of State's
2002 APR -4 PM 4:58

SECRETARY OF STATE
STATE OF IDAHO

AFTER FILING MAIL TO:

J. Frederick Mack, Esq.
HOLLAND & HART LLP
101 S. Capitol Blvd., Suite 1400
Boise, ID 83702

IDAHO SECRETARY OF STATE
04/05/2002 05:00
CK: 1074 CT: 2105 BH: 456893
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

ARTICLES OF INCORPORATION

OF

DIGESTIVE DISEASE CONSULTANTS, P.A.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act and the Professional Service Corporation Act (collectively, the "Act"), adopts the following Articles of Incorporation:

FIRST: The name of the corporation is **Digestive Disease Consultants, P.A.**

SECOND: The purposes for which the corporation is organized are: (1) to own and operate a medical practice; (2) to render professional medical services; and (3) to engage in any and all other business activities which a professional medical service corporation may participate in under the Act, consistent with its primary purpose.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock, at no par value per share.

FOURTH: The address of the initial registered office of the corporation is 999 N. Curtis Road, Suite 516, Boise, Idaho 83706, and the name of its initial registered agent at such address is R. Brent Archibald, M.D.

FIFTH: The name and address of the incorporator is:

| Name | Address |
|--------------------------|---|
| R. Brent Archibald, M.D. | 999 N. Curtis Road, Suite 516 Boise, Idaho 83706 |

C143299

6

SIXTH: There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original articles of incorporation and, thus, is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

SEVENTH: Nothing in these Articles shall be interpreted to abolish, repeal, modify, restrict, or limit the law now in effect in Idaho applicable to the professional relationship and liabilities between the person furnishing the professional services and the person receiving such and to the standards of professional conduct. Any shareholder, officer, employee, or agent of the Corporation shall remain personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional medical services on behalf of the Corporation. The Corporation shall be liable up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officers, shareholders, employees, or agents while they are engaged on behalf of the Corporation in rendering professional medical services.

EIGHTH: In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 4th day of April, 2002.


R. Brent Archibald, M.D., Incorporator

2925296_1.DOC