

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

JEANNE M. ARNOLD, D.P.M., 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: October 13, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zappa*

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ARTICLES OF INCORPORATION

of

JEANNE M. ARNOLD, D.P.M., P.A.

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, desiring to form a professional service corporation in accordance with Chapter 13, Title 30, Idaho code for the practice of podiatric medicine does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be: JEANNE M. ARNOLD, D.P.M., P.A.

ARTICLE TWO

The term for which said corporation shall exist shall be in perpetuity.

ARTICLE THREE

The location and post office address of the registered office of this corporation in the State of Idaho shall be 1109 Sherman Avenue, Coeur d'Alene, Idaho. The registered agent is Jeanne M. Arnold.

ARTICLE FOUR

The purposes for which the corporation is organized are as follows:

1. To engage in the practice of podiatric medicine.

2. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and/or personal property necessary for the rendering of the above specified professional services, as permitted by Chapter 13, Title 30, Idaho Code.

3. To purchase, hold, sell and reissue the shares of the stock of this corporation as permitted by law.

4. To issue shares of stock of this corporation to any person provided that no such shares may be issued to anyone other than an individual who is duly licensed to practice podiatry in the state of Idaho under the provisions of Idaho Code Title 54-601 et. seq.

5. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or non-negotiable, whether secured or unsecured.

6. For the purpose of securing any or all contracts, obligations, or liabilities, insofar as permitted by law, to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

7. It is the intention of the incorporator of this corporation that the foregoing clauses shall be construed both as objects and powers and not as limitations upon such powers,

except where such limitations may be specifically delineated, and that the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have the power to do all and everything necessary, suitable, convenient and proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

ARTICLE FIVE

This corporation shall be subject to the following specific limitations:

1. No shareholder of this corporation shall enter into a voting trust agreement or any other agreement vesting in another person the authority to exercise the voting power of any or all of the stock of the corporation.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public in the practice of podiatric medicine as the same is defined in Idaho Code Section 54-601 et seq., and becomes legally disqualified to render such professional service within this State, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon her continued rendering of such professional

services, she shall forthwith sever all employment with, and financial interest in, the corporation.

3. No shareholder of this corporation may sell or transfer her shares of stock of this corporation except to another individual who is licensed to practice podiatric medicine pursuant to the provisions of I.C. § 54-601 et seq., and such sale or transfer may be made only after the same is approved at a stockholders' meeting specially called for such purpose by not less than a majority of the outstanding stock of this corporation. The Board of Directors or shareholders of this corporation may adopt bylaws or agreements further restraining the alienation of shares of stock of the corporation and providing for the purchase or redemption by the corporation of its shares; provided, however, such provisions dealing with the purchase or redemption by the corporation of its shares may not be involved at a time or in a manner that would impair the capital of the corporation.

4. This corporation may consolidate or merge only with another domestic corporation organized under Chapter 13, Title 30, Idaho Code, to render the specific professional services for which this corporation is formed, and a merger or consolidation with any foreign corporation is prohibited.

5. This corporation may render professional services in the practice of podiatric medicine only through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State

of Idaho. The term "employee" as used herein does not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services in the practice of podiatric medicine to the public within the state of Idaho.

ARTICLE SIX

The business of this corporation shall be managed and conducted by a board of directors, as follows: IF there is but one shareholder there need be but one director, who shall be such shareholder. She shall also serve as the president and treasurer of the corporation. In this instance, the other officers need not be licensed or otherwise legally authorized in the same field of endeavor as the president. If there are only two shareholders, there need be only two directors, who shall be such shareholders and who shall fill all of the general offices of the corporation between them. A retired person may not continue as a director, officer or shareholder. The first board shall be appointed by the incorporator of this corporation and the entire board shall be elected annually thereafter by the stockholders at the annual meeting. The initial director shall be JEANNE M. ARNOLD, who shall serve until the first annual meeting of the shareholders or until her successor is elected and qualified.

ARTICLE SEVEN

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal

place of business herein designated, or at such other place within or without the State of Idaho as may be at any time determined by the Board of Directors, and as permitted by law.

ARTICLE EIGHT

The bylaws of this corporation may be repealed, amended, altered, or new bylaws adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote representing not less than a majority of the stock subscribed for and issued, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of the holders of not less than a majority of the subscribed for and issued capital stock, which written consent may be in more than one instrument. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the bylaws of the corporation, and to adopt new bylaws by vote of not less than a majority of the members of said Board of Directors; provided, that the board of directors shall not make or alter any bylaws fixing the qualifications, classification, term of office or compensation of the members of such board.

ARTICLE NINE

The capital stock of this corporation shall consist of 10,000 shares of no par, nonassessable, common stock.

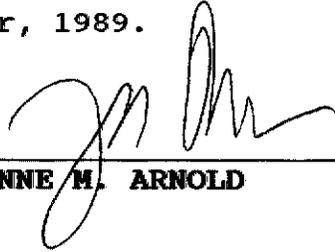
ARTICLE TEN

The name and post office address of the incorporator is as follows:

Jeanne Arnold

1109 Sherman Avenue
Coeur d'Alene, Idaho

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal this 10th day of October, 1989.



JEANNE M. ARNOLD

STATE OF IDAHO

ss.

County of Kootenai

On this 10th day of October, 1989, before me, a notary
public for the state of Idaho, personally appear JEANNE M.
ARNOLD, known or identified to me to be the person whose name is
subscribed to the foregoing instrument and acknowledged to me
that she executed the same.



Olive M. Barber
Notary Public for Idaho
Residing at Coeur d'Alene
Comm. Exp. 11/1991