

CERTIFICATE OF INCORPORATION
OF

PHYSICAL FITNESS LABS, P.A.

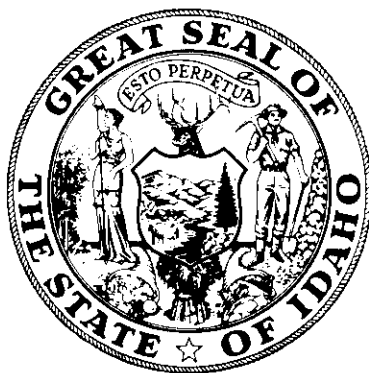
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

PHYSICAL FITNESS LABS, P.A.

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: April 27, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Dorise Hiner*

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

PHYSICAL FITNESS LABS, P.A.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, the subscriber to these Articles of Incorporation, a natural person competent to contract, and a physician duly licensed to render services as such under the laws of the State of Idaho, a citizen of the United States, and being of legal age, has this day voluntarily associated himself for the purpose of forming a corporation under the Professional Service Corporation Act and the laws of the State of Idaho, and does hereby certify as follows:

I.

The name of the Corporation shall be Physical Fitness Labs, P.A.

II.

That the post office address of the principal office of the corporation in the State of Idaho is hereby designated as 1702 South Five Mile Road, City of Boise, County of Ada, State of Idaho.

III.

The existence of this corporation shall be perpetual.

IV.

The objects and purposes for which the Corporation is organized are:

A. To render medical services; to engage in the practice of medicine; also to engage in the business of surgery and teaching; and also to perform and engage in any other service ancillary to the business of medicine, surgery and teaching; and to do all lawful activities under Idaho's Professional Corporation Act, and as it might be amended;

B. To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Idaho, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Idaho to practice medicine therein;

C. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation as it might be lawful for this corporation to do;

D. Subject to the provisions of law, to purchase, own, sell, lease, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of personal property, evidences of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has heretofore been issued to a stockholder;

E. Subject to the provisions of law, to borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;

F. Subject to the provisions of law, to build, repair, reconstruct, locate, relocate, any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of this corporation;

G. Subject to the provisions of law, to enter into any sort of partnership with any persons, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise;

H. Subject to the provisions of law, to do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character;

I. At its option, to purchase and acquire any or all of its stock owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of his stock in accordance with the Buy and Sell Agreement and Bylaws adopted by the Stockholders of the corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the corporation is not impaired;

J. At its option, to purchase and acquire the stock owned and held by any stockholder who dies, in accordance with the Buy and Sell Agreement and the Bylaws adopted by the Stockholders of the corporation setting forth the terms and conditions of such purchases; provided, however, the capital of the corporation is not impaired;

K. To enter into, for the benefit of its employees, one or more of the following at the sole option and election of the Stockholders: (i) a pension plan; (ii) a profit sharing plan; (iii) a stock bonus plan; (iv) a thrift and savings plan; (v) a restricted stock option plan; or, (vi) other retirement or incentive compensation plans;

L. To do any and everything incidental to, growing out of, or germane to any of the foregoing purposes and to have and exercise all of the rights and powers conferred by the laws of the State of Idaho upon corporations formed under the law, hereinabove referred to, and all laws amendatory thereof and supplemental thereto, and also by the provisions of Chapter 282, commencing on page 725, Session Laws of Idaho, 1963, known as the "Idaho Professional Service Corporation Act", as amended, it being expressly provided that the foregoing clauses shall be construed both as objects and powers and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Idaho and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general powers of this corporation.

V.

The business of the corporation shall be managed by its Board of Directors. The first Board of Directors shall consist of one member; and subject to such minimum may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law, but there shall never be more than seven (7) Directors. Until so changed, the number of Directors shall be one.

VI.

The name and street address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>	<u>Professional License Number</u>
Jack A. Seeley, M.D.	1702 South Five mile Road	M-3204

Jack A. Seeley, M.D., is also the initial registered agent at that address, which is the initial registered office.

The total number of shares of stock which the corporation shall have the authority to issue shall be five thousand (5,000) shares of common stock of the par value of One Dollar (\$1.00) per share, the only capitalization of this corporation, for a total capitalization of Five Thousand Dollars (\$5,000.00). Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable. Said shares shall not have preemptive rights.

In all elections for directors of this corporation, every stockholder shall have the right to vote in person or in proxy for the number of shares of stock owned by him for as many persons as are directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal or to distribute them on the same principle among as many candidates as he shall think fit, and such directors shall not be elected in any other manner.

VII.

The name and address of the person signing the Articles of Incorporation as the subscriber and incorporator is a physician, duly licensed under the laws of the State of Idaho to render services as such, and the number of shares of stock subscribed for is:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Jack A. Seeley, M.D.	1702 South Five mile Road	1,000

The shares shall not have pre-emptive rights.

No stockholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares, unless now or in the future permitted by law.

VIII.

No contract or transaction between a corporation and one or more of its directors or officers, or between this corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

A. The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee; or,

B. The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or,

C. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

If the foregoing Article or any term or provision thereof is declared contrary to law, then such shall be severable from the rest of the Articles, which shall stand as written.

IX.

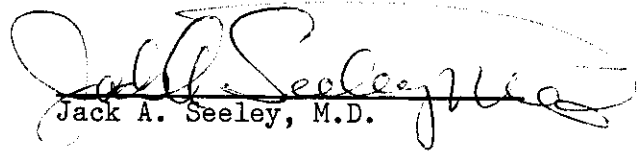
The Stockholders of the corporation shall have the power to include in the Bylaws or a Buy and Sell Agreement as may be adopted by a two-thirds majority of the Stockholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its Stockholders, or in the event of the death of any of its Stockholders. The manner and form, as well as the relevant terms, conditions and details thereof shall be determined by the Stockholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Stockholder of the corporation may sell or transfer his stock therein except to another individual who is eligible, under the laws of the State of Idaho and as such might be amended, to be a Stockholder of the corporation, and such sale or transfer may be made only after the same shall have been approved at a Stockholders' meeting specially called for such purpose. If any Stockholder becomes legally disqualified to practice medicine in the State of Idaho, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the Buy and Sell Agreement and Bylaws adopted by the Stockholders.

X.

The corporation reserves the right to amend, endorse or repeal any provision contained in these Articles of Incorporation, by a majority vote of the Stockholders represented in person or by proxy at any annual meeting of the Stockholders or at any special meeting duly held for that purpose, or in the manner now or hereafter prescribed by law, excepting only where the laws of the State of Idaho otherwise provide.

Separately from the right of the Stockholders to amend, alter or repeal the Bylaws by a two-thirds vote at a Stockholders' meeting duly held for that purpose, the Board of Directors shall have the power to amend, alter or repeal the Bylaws by a majority vote at a Directors' meeting duly held for that purpose, or in the manner now or hereafter prescribed by law, excepting only where the laws of the State of Idaho otherwise provide.

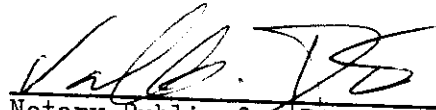
IN WITNESS WHEREOF I, the subscriber, have executed these Articles of Incorporation this 25th day of April, 1984.


Jack A. Seeley, M.D.

STATE OF IDAHO)
) ss.
County of Canyon)

On this 25th day of April, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Jack A. Seeley, M.D., known to me to be the person whose name is subscribed to the within 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, month and year first above written.


Notary Public for Idaho

Residing at: NAMPA, IDAHO