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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
DENNIS R. MCGEE, M.D., P.C.

I, the undersigned, natural person of the age of twenty-one or more acting as incorporator of a corporation under the Professional Service Corporations Act of Idaho, Title 30, Chapter 13, of the Idaho Code, adopt the following Articles of Incorporation for such corporation.

ARTICLE I
Name of Corporation

The name of the corporation is DENNIS R. MCGEE, M.D., P.C.

ARTICLE II
Duration

The duration of the corporation is perpetual.

ARTICLE III
Purposes

The purpose for which this Corporation is organized is to render professional medical services by DENNIS R. MCGEE, M.D., holding license under Chapter 18 of Title 54, of the Idaho Code, and services ancillary thereto. This Corporation shall not engage in any business other than rendering the aforementioned services, provided, however, that this Corporation may own real and personal property necessary or appropriate for rendering the type of professional services for which it was organized, and may invest its funds in real estate, mortgages, stocks, bonds and other types of investments.

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ARTICLE IV
Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is Fifty Thousand (50,000) shares of non-assessable voting common stock having a par value of One Dollar (\$1.00) per share. The capital stock of this Corporation shall be issued as fully paid, and the private property of the shareholders shall not be liable for the debts, obligations or liabilities of this Corporation. No shares may be issued to any person who is not an individual duly licensed to render professional services as a physician within the State of Idaho.

ARTICLE V
Commencement of Business

The Corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of such shares.

ARTICLE VI
Pre-emptive Rights

Shareholders shall have no pre-emptive rights.

ARTICLE VII
Internal Affairs

The regulation of the internal affairs of the Corporation shall be governed by the Bylaws.

ARTICLE VIII
Registered Agent, Office and Corporation Mailing Address

The address of the initial registered agent of the Corporation is 600 N. Robbins Road, Suite 401, Boise, ID 83702; and the name of its registered agent at such address is Dennis R. McGee, M.D. The Corporation's mailing address shall be 600 N. Robbins Road, Suite 401, Boise, ID 83702.

ARTICLE IX

Incorporator and Initial Director

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors of the Corporation shall be composed of one (1) director and the name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified are:

Dennis R. McGee, M.D.
600 N. Robbins Road, Suite 401
Boise, ID 83702

The above person, in addition to being the initial director, is also the incorporator of this Corporation.

ARTICLE X

Shareholder

The initial shareholder of this Corporation is Dennis R. McGee, M.D., and his address is 600 N. Robbins Road, Suite 401, Boise, ID 83702.

ARTICLE XI

Officers

The Initial Officers of the Corporation are:

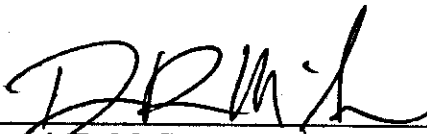
Name	Residence	Position
Dennis R. McGee, M.D.	600 N. Robbins Road, Suite 401 Boise, ID 83702	President
Dennis R. McGee, M.D.	600 N. Robbins Road, Suite 401 Boise, ID 83702	Secretary

ARTICLE XII
Qualification of Officers and Directors

No person may be an officer or director of this Corporation who is not duly licensed to render professional services as a physician within the State of Idaho; provided, however, a non-licensed person may serve as Secretary of this Corporation.

Dated _____, 2007 and executed by the undersigned as an oath or affirmation, under the penalties of perjury, that the facts stated in these Articles are true.

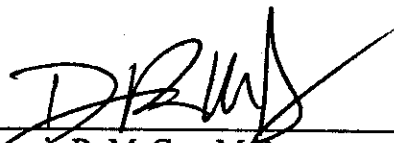
INCORPORATOR:



Dennis R. McGee, M.D.

I hereby accept appointment as registered agent of **DENNIS R. MCGEE, M.D., P.C.**

REGISTERED AGENT:



Dennis R. McGee, M.D.

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