

FILED EFFECTIVE

KNOW ALL MEN BY THESE PRESENTS, that SPECIALTY CLINICS OF IDAHO, INC, an Idaho corporation ("Corporation"), under and pursuant to Title 30, Chapter 18, Part 4, Idaho Code does hereby state that all interest holders have adopted a Plan of Conversion whereby the Corporation will be converted from an Idaho general business corporation into an Idaho professional service corporation as follows:

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STATE OF IDAHO

1. Name, Jurisdiction and type of Converting Entity. The name of the Converting Entity is Specialty Clinics of Idaho, Inc., an Idaho general business corporation.

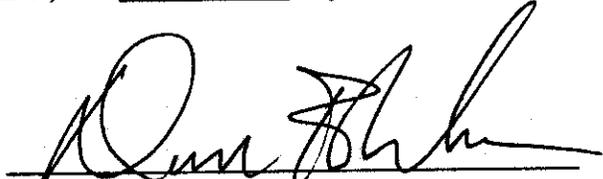
2. Name, Jurisdiction and type of Converted Entity. The Converted Entity shall be named Specialty Clinics of Idaho, P.A. The Converted Entity shall be an Idaho professional service corporation as defined in Title 30, Chapter 13, Idaho Code.

3. Effective Date. The effective date of the Conversion shall be the date of filing herEof.

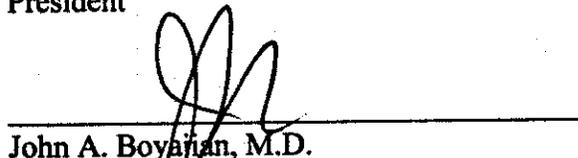
4. Approval of Plan of Conversion. The Converting Entity has formed a Plan of Conversion and the Plan of Conversion has been approved in accordance with Title 30, Chapter 13, Part 4, Idaho Code.

5. Proposed Public Organic Document. A true and correct copy of the proposed Articles of Incorporation of Specialty Clinics of Idaho, P.A., is attached hereto and incorporated herein as Attachment A.

IN WITNESS WHEREOF, the following corporate officers execute this Statement of Conversion on behalf of Specialty Clinics of Idaho, Inc., this 31 day of December 2007.



David A. Blackmer, D.P.M.
President



John A. Boyajian, M.D.
Vice President/Secretary

IDAHO SECRETARY OF STATE
03/12/2008 05:00
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2008 MAR 12 12:05 PM
SECRETARY OF STATE
STATE OF IDAHO
ARTICLES OF INCORPORATION
OF
SPECIALTY CLINICS OF IDAHO, P.A.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being the sole shareholders, directors and officers of SPECIALTY CLINICS OF IDAHO, P.A., an Idaho professional corporation ("Corporation"), formerly known as Specialty Clinics of Idaho, Inc., under and pursuant to the provisions of the professional corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, does adopt the following Articles of Incorporation:

FIRST

The name of the corporation is Specialty Clinics of Idaho, P.A.

SECOND

The period of its duration is perpetual.

THIRD

The purpose and objects for which the corporation is formed are as follows:

(a) This corporation is formed and organized for the sole and specific purpose of rendering professional medical services to the public by and at the direction of persons specifically licensed and authorized under the laws of the State of Idaho to provide professional medical services and such other allied professional services and business as allowed under the Professional Service Corporation Act of the State of Idaho. The corporation shall render professional medical services and related ancillary services only through or at the direction of its officers, employees and agents who are duly licensed or otherwise legally authorized to render or direct such professional services within the State of Idaho.

(b) This corporation may not engage in any business other than the rendering of professional services as herein set forth; provided, however, that this corporation by and through its officers and directors shall have the power and authority to invest the corporate funds in real estate, mortgages, stocks, bonds or any other types of investments, or from owning real or personal property necessary for the rendering of professional services by the corporation.

(c) Pursuant to and within the limitations of the aforementioned power and authority of the officers and directors of this corporation, said officers and directors shall be, and hereby are authorized to do the following acts in the name of, and on behalf of, this corporation:

(1) To have and to exercise any and all powers and privileges now or hereinafter conferred by the laws of the State of Idaho upon professional service corporations organized under

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Professional Service Corporation Act of the State of Idaho, or under any act amendatory thereof, or supplemental thereto, or substituted therefore;

(2) To render professional services as licensed medical professionals as allowed under the Professional Service Corporation Act of the State of Idaho through its officers, employees and agents only, and only by said officers, employees and agents being properly and duly licensed or otherwise legally authorized to render professional medical services within the State of Idaho.

(3) To acquire, hold, sell, reissue or cancel any shares of its own capital stock; provided, however:

i) That this corporation may not use any of its funds or property for the purchase of its own stock when such would cause any impairment of the capital of this corporation;

ii) That the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

iii) No capital stock of this corporation may be issued to anyone other than an individual who is duly licensed under the laws of the State of Idaho to provide professional medical services; and provided, further, that any common capital stock of this corporation may not be voted by any person who is not at the time of such vote licensed to provide professional medical services and not in good standing under the laws of the State of Idaho.

iv) Subject to the provisions of the Professional Service Corporation Act of the State of Idaho, and any similar limitations contained in these Articles of Incorporation, the officers and directors of this corporation shall be, and hereby are, authorized to transact any and all lawful business for which the corporation may transact as allowed under the Idaho Business Corporation Act.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on

any business or to exercise any power or to do any act which a professional corporation formed under the Professional Service Corporation Act of the State of Idaho, or any amendment thereof, or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000) with a par value of One Dollar (\$1.00) per share. The following limitations shall apply regarding the issuance, ownership, transfer and voting of the capital stock of the corporation:

(a) The capital stock of the corporation may only be issued to individuals who are duly licensed to provide professional medical services and are in good standing to provide professional medical services within the State of Idaho.

(b) Common stock of this corporation passing by the operation of law or by the laws of descent and distribution or by other legal fashion to any person, firm or other individual or organization, who is at the time not both in good standing to provide professional medical services within the State of Idaho or otherwise legally authorized to provide professional medical services under the laws of the State of Idaho, shall be transferred to this corporation and this corporation shall pay for such stock in the fashion and in accordance with the provisions of the Bylaws of this corporation and as any agreements between and among the other Shareholders and this corporation. Notwithstanding the foregoing, if the corporation has only one (1) shareholder, and that shareholder becomes disqualified under section 30-1309, Idaho Code, or dies, the disqualified shareholder or the personal representative of the deceased shareholder may, notwithstanding other provisions of these Articles of Incorporation, exercise the voting rights of the outstanding shares only for the purpose of dissolving the corporation pursuant to sections 30-1-1401 et seq., Idaho Code, consolidating or merging the corporation pursuant to section 30-1312, Idaho Code, or converting the corporation to a corporation for profit under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code.

(c) No voting trust, agreement, or other type of arrangement, the effect of which would place the common capital stock of this corporation in any ownership other than an individual who is licensed to provide professional medical services under the laws of the State of Idaho, shall be recognized or effective.

(d) If any individual shareholder, as herein provided, shall become disqualified to render professional medical services within the State of Idaho, or accepts employment that, pursuant to existing law, places restrictions or limitations upon such individual's continued rendering of such services, then the common stock of this corporation owned by said individual shall be forthwith returned to this corporation and this corporation shall pay for such common stock in the fashion and in accordance with the provisions of the Bylaws of this corporation and as any agreements between and among the other shareholders and this corporation.

(e) A shareholder of any of the common capital stock of this corporation may not transfer shares of this corporation except to another individual who is eligible to be a

shareholder of this corporation in accordance with the provisions hereof, and only after such sale or transfer shall have been approved at a shareholders' meeting, specifically called for that purpose, by not less than a majority of the outstanding stock of this corporation, not including the shares of the shareholder proposing to sell or transfer such shares in the counting of the votes for any purpose of such meeting, unless all shareholders and all shares of stock vote in favor of a consent that such stock of the transferring shareholder be so voted.

(f) The shareholders shall have the power to include in the Bylaws, adopted by a two-thirds majority vote of all shareholders, any regulation or restriction governing the sale, transfer, call or other disposition of the corporation's outstanding stock.

FIFTH

(a) No person who is not a shareholder may serve as a director of this corporation.

(b) No person who is not a shareholder may serve as a general officer of this corporation unless there is only one (1) shareholder in which case the secretary of the corporation may be a non-shareholder. The offices of president and secretary shall not be filled by the same person.

SIXTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Professional Service Corporation Act of the State of Idaho and the Idaho Business Corporation Act.

SEVENTH

The location of the initial registered office of the corporation is 727 East Riverpark Lane, Suite 200, Boise, Idaho 83706 and the name of its initial registered agent at such address is David A. Blackmer, DPM.

EIGHTH

The number of directors constituting the initial Board of Directors is two (2), and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
David A. Blackmer, DPM	727 East Riverpark Lane, Suite 200 Boise, Idaho 83706
John A. Boyajian, M.D.	727 East Riverpark Lane, Suite 200 Boise, Idaho 83706

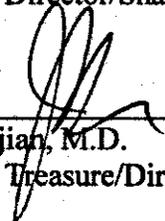
NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a two-thirds (2/3) vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of December 2007.



David Blackmer, D.P.M.
President/Director/Shareholder



John Boyjian, M.D.
Secretary/Treasure/Director/Shareholder