



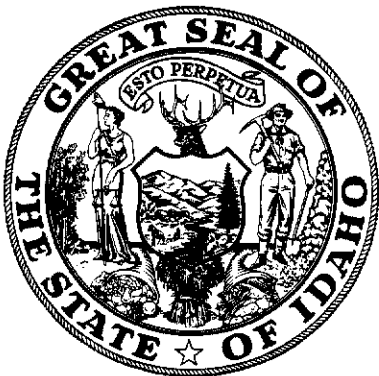
CERTIFICATE OF INCORPORATION
OF

SUN VALLEY HEALTH INSTITUTE, INC.

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: July 8, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra McArthur*

ARTICLES OF INCORPORATION

of

SUN VALLEY HEALTH INSTITUTE, INC.

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FIRST: The name and address of the corporation is:

SUN VALLEY HEALTH INSTITUTE, INC.
16 West Croy Street, Suite I
P. O. Box 3020
Hailey, ID 83333

SECOND: The name and address of the incorporator and initial registered agent is:

J. W. Foard
16 West Croy Street, Suite I
P. O. Box 3020
Hailey, ID 83333

THIRD: The nature of the business or purposes to be conducted by the Corporation are to develop, further, market and maintain preventive health care programs, and in connection therewith to engage in all related business activities and any other lawful act or business activity for which corporations may be organized under the corporation laws of the State of Idaho. In furtherance and not in limitation thereof, the Corporation shall have as the nature of the business or purposes to be conducted or promoted as follows:

To purchase, subscribe for, acquire, hold, sell, exchange and deal in and with real property, tangible personal property and intangible personal property, including equity securities, debt securities, patents, patent rights, trademarks and any other property of mixed characteristics of every class, kind and nature.

To borrow or raise moneys for any of the purposes of the Corporation and, from time to time without limit as to amount, to execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness which may, but need not, be convertible into other securities or shares of the Corporation, and to secure the payment of any such instruments and evidences of indebtedness and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by

reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue shall be five-hundred thousand (500,000) shares, all of such shares to be of a single class of capital stock denominated as "Common Stock" and which shares shall have a par value of One Cent (\$.01) each.

FIFTH: The number of directors constituting the original Board of Directors of the Corporation shall be such number as may from time to time be provided by the By-Laws of the Corporation. Directors need not be stockholders of the Corporation.

The original Board of Directors are as follows:

J. W. Foard, President, #6 Shenandoah Drive, Hailey, Idaho 83333
John A. Carson, Vice-President, 309 Spruce Street, Hailey, Idaho 83333
Sue Lapresa, Secretary, 517 South 6th Street, Bellevue, Idaho 83313.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the Corporation's request as a director, officer, employee or agent of another corporation, partner, joint venture, trust or other enterprise to the full extent permitted and in accordance with the procedures provided by the corporation laws of the State of Idaho, as then in effect.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

To make, alter or repeal the By-Laws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

When and as authorized by the affirmative vote of the holders of two-thirds (2/3) of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of two-thirds (2/3) of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

EIGHTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Idaho may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of the Idaho Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of the Idaho Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

NINTH: Meeting of stockholders may be held within or without the State of Idaho, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

TENTH: No dividend shall be declared or paid which shall impair the capital of the Corporation, nor shall any distribution of assets be made to any stockholder unless the value of the assets of the Corporation remaining after such payment or distribution is at least equal to the aggregate of its debts and liabilities, including capital.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator herein before named, for the purpose of forming a corporation pursuant to the corporation laws of the State of Idaho, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 7th day of July, 1987.


J. W. Foard

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

ON THIS 7th day of July, 1987, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared J. W. Foard, to me known to be the person whose name is subscribed to the within 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 and year in this certificate first above written.

Janice Duncan
NOTARY PUBLIC for Idaho

Residing at Hailey