

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
IDAHO REPRODUCTIVE LABS, P.C.**

02 APR -1 PM 1:06
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation under the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1

The name of the corporation is "Idaho Reproductive Labs, P.C." (the "Corporation").

ARTICLE 2

The period of its duration is perpetual.

ARTICLE 3

The Corporation is organized for the purpose of conducting the practice of medicine with a primary emphasis on reproductive endocrinology and fertility. Incident to and in furtherance of the afore stated purpose, the Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and my own real or personal property necessary for the rendering of the afore described professional services.

Consistent with the foregoing purposes of the Corporation, except as prohibited by the terms of the Professional Service Corporation Act, the Corporation, in furtherance of its corporate purposes, shall have all the powers afforded a corporation under the provisions of the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares of no par value.

Shares may only be issued to, held by, or transferred to a person who is licensed to practice medicine in the State of Idaho and who, unless disabled, is actively engaged in such practice.

ARTICLE V

The address of initial registered office of Corporation is 100 East Idaho Street, Suite 301, Boise, Idaho 83712, and the name of its initial registered agent at such address is Russell A. Foulk, M.D.

IDAHO SECRETARY OF STATE
04/01/2002 05:00
CK: 1212 CT: 50095 BH: 455946
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 143238

ARTICLE V

The address of initial registered office of Corporation is 100 East Idaho Street, Suite 301, Boise, Idaho 83712, and the name of its initial registered agent at such address is Russell A. Foulk, M.D.

ARTICLE VI

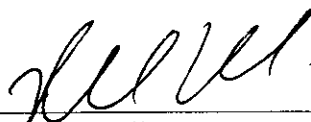
The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Russell A. Foulk, M.D.
100 East Idaho Street, Suite 301
Boise, Idaho 83712

ARTICLE VII

The name and address of the Incorporator is Russell A. Foulk, M.D., 100 East Idaho Street, Suite 301, Boise, 83712.

DATED This 27th day of March, 2002.



Russell A. Foulk, M.D., Incorporator