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ARTICLE I

ARTICLE II

ARTICLE III

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be 1501 Hiland Avenue, Suite F, Burley, Idaho. That James L. Spackman shall be the registered

agent, whose address is 1501 Hiland Avenue, Burley, Idaho.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 10,000 shares. Said shares shall have no par value.

ARTICLE VI

The name and post office address of the incorporator and the number of shares subscribed are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
James L. Spackman	1501 Hiland Avenue, Burley, Idaho	100

ARTICLE VII

The Board of Directors shall consist of one (1) Director. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than five (5) nor less than one (1).

The name and address of the person who is to serve as a Director until the first annual meeting of shareholders or until his successor shall be elected and qualified is as follows:

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James L. Spackman
1501 Hiland Avenue, Suite F
Burley, Idaho 83318

ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

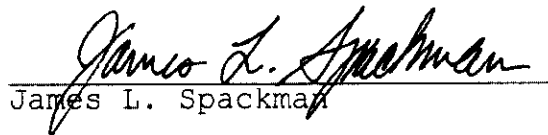
ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and

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any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of June, 1999.


James L. Spackman

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STATE OF IDAHO)
 : ss.
County of Cassia)

On this 8th day of June, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared **James L. Spackman**, known to me to be the indorporator of **James L Spackman, M.D., P.A.** who executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Cynthia H Hutchinson
Notary Public for State of Idaho
Residing at Burley, therein.
Commission Expires: 8-8-02