



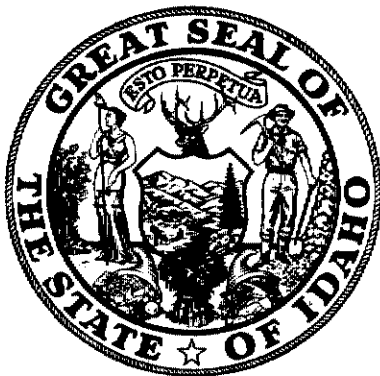
**CERTIFICATE OF INCORPORATION
OF**

RANDALL L. RUDEEN, M.D., P.A.

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 19, 1989



Pete T. Cenarrusa
SECRETARY OF STATE

by: [Signature]

**ARTICLES OF INCORPORATION
OF
RANDALL L. RUDEEN, M.D., P.A.**

**JUL 19 3 38 PM '89
SECRETARY OF STATE**

The undersigned, a natural person licensed to practice obstetrics and gynecology in the State of Idaho, acting as incorporator under the Idaho Professional Service Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is Randall L. Rudeen, M.D., P.A. ("Corporation").

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.
PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. To render professional medical services including, but not limited to, services in the medical fields of obstetrics and gynecology, and allied professional services.
2. To do any acts and perform any business permitted by the Idaho Professional Service Corporation Act.

**ARTICLE IV.
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	\$1.00

**ARTICLE V.
OWNERSHIP AND TRANSFER RESTRICTIONS**

Shareholders must be natural persons who are duly licensed or otherwise legally authorized within the state of Idaho to render professional medical services or allied professional services. Shareholders may transfer their shares only in compliance with the restrictions of the Idaho Professional Service Corporation Act.

**ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Chandler, Dillion & Allyn, Chartered, 325 W. Idaho St., Boise, Idaho 83702, and the name of its initial registered agent at such address is Lee B. Dillion.

**ARTICLE VII.
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial board of Directors of the Corporation is one and the names and addresses of the persons who are to serve as the initial Directors are:

NAME**ADDRESS**

Randall L. Rudeen, M.D.

1603-B 12th Avenue Road
Nampa, Idaho 83686**ARTICLE VIII.
QUALIFICATIONS OF DIRECTORS**

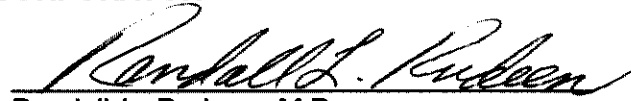
Directors must be natural persons who are duly licensed or otherwise legally authorized within the state of Idaho to render professional medical services or allied professional services.

**ARTICLE IX.
INCORPORATOR**

The name and address of the incorporator is:

NAME**ADDRESS**

Randall L. Rudeen, M.D.

1603-B 12th Avenue Road
Nampa, Idaho 83686**SIGNATURE OF INCORPORATOR**Dated: 7/19, 1989
Randall L. Rudeen, M.D.