

State of Idaho

Department of State

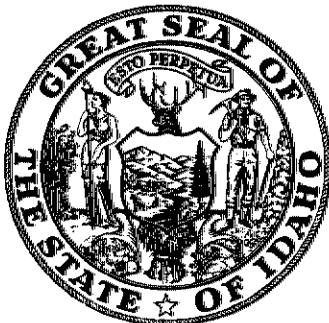
CERTIFICATE OF INCORPORATION OF

EMERGENCY MEDICINE OF IDAHO, P.A.
File number C 114368

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: March 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Subel*

**ARTICLES OF INCORPORATION
OF
EMERGENCY MEDICINE OF IDAHO, P.A.**

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SECRETARY OF STATE
STATE OF IDAHO

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

1. NAME OF THE CORPORATION.

The name of the corporation is **EMERGENCY MEDICINE OF IDAHO, P.A.** ("Corporation").

2. DURATION.

The Corporation shall have perpetual existence.

3. PURPOSES OF THE CORPORATION.

The Corporation is organized for the following purposes:

1. To engage in the practice of medicine and allied professional services.
2. To do any acts and perform any business permitted by the Idaho Professional Service Corporation Act.

4. SHARES.

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

Class	Par Value	Number
Common	\$1.00	100,000

5. OWNERSHIP AND TRANSFER RESTRICTIONS.

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

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Professional Service Corporation Act and the provisions of a Shareholder Agreement executed by all shareholders of the Corporation.

6. INITIAL REGISTERED OFFICE AND AGENT.

The address of the initial registered office of the Corporation is Dillion, Bosch & Daw, Chartered, 242N. 8th St., Boise, Idaho 83702, and the name of its initial registered agent at such address is Lee B. Dillion.

7. INITIAL BOARD OF DIRECTORS.

The number of Directors constituting the initial board of Directors of the Corporation is 10 and the names and addresses of the persons who are to serve as the initial Directors are set forth on Exhibit A attached.

8. QUALIFICATIONS OF DIRECTORS.

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

9. RESERVATION OF AUTHORITY.

As permitted by Idaho Code §30-1-35, the shareholders of the Corporation, by a 75% vote of all issued and outstanding shares of common stock of the Corporation (to the exclusion of the Board of Directors), shall approve all employment agreements (and related benefits and compensation issues) between the Corporation and a shareholder or other employee of the Corporation, and such employment agreements may require majority or supermajority votes of all issued and outstanding common stock to approve or modify selected provisions of such agreements.

10. INCORPORATOR(S).

The name and address of each of the incorporators is:

NAME	ADDRESS
Eric Johnson, M.D.	1988 Mortimer Drive Boise, Idaho 83712

11. SIGNATURE(S) OF INCORPORATOR(S).

Dated: March 29, 1996

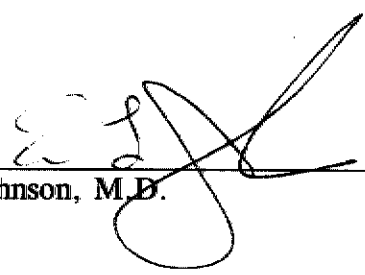

Eric Johnson, M.D.

EXHIBIT A
NAMES AND ADDRESSES OF INITIAL DIRECTORS

NAME	ADDRESS
Stephanie Bodes, M.D.	3400 Private Lane Meridian, Idaho 83642
Glenn C. Bothwell, M.D.	642 Steepleview Drive Eagle, Idaho 83616
Mark Burningham, M.D.	2028 Santa Clara Drive Meridian, Idaho 83642
Rick Foreman, M.D.	2798 Cliff View Place Boise, Idaho 83702
Lynn Gardner, M.D.	237 Hearthstone Boise, Idaho 83702
Thomas Haga, M.D.	3013 N. Mountain Road Boise, Idaho 83702
Bart Hill, M.D.	2055 Crystal Way Boise, Idaho 83706
Eric Johnson, M.D.	1988 Mortimer Drive Boise, Idaho 83712
Marilee Kuracina, M.D.	Post Office Box 104 Council, Idaho 83612
Dean Lapinel, M.D.	1437 E. Braemere Road Boise, Idaho 83702

Emergency Medicine Group, PA

1612 Avenue South

Nampa, ID 83651

March 29, 1996

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SECRETARY OF STATE
STATE OF IDAHO

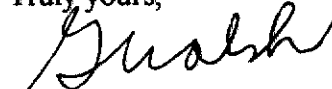
Eric Johnson, MD
President, Emergency Medicine of Idaho
1770 W. State St.
Boise, ID 83702

Dear Dr. Johnson,

In response to a request from your partner, Dr. Hill, our group does not have any objection with you using the name "Emergency Medicine of Idaho" for you new group's incorporation. We have reviewed this with our group members and with our billing and coding representatives and find no significant conflict.

If I can be of any further assistance, please contact me at you convenience.

Truly yours,



Guerin Walsh, MD

Vice President

Emergency Medicine Group, PA