



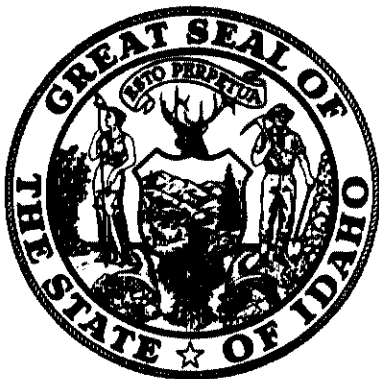
**CERTIFICATE OF INCORPORATION
OF**

LIFE SPRING WOMEN'S CLINIC, 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 10, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zaleski*

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LIFE SPRING WOMEN'S CLINIC, P.A.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and State of Idaho, and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, under the Professional Services Corporation Act of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is:

LIFE SPRING WOMEN'S CLINIC, P.A.

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be

Section 1. The purpose of this corporation is for the rendering of professional, medical services, and in general, for the furnishing and rendering of all professional medical services ordinarily rendered by medical physicians and such allied professional services as may be rendered thereby.

Section 2. This corporation may not render professional services except through its officers, employees and agents who must be duly licensed or otherwise legally authorized to render such professional services within the State of Idaho.

Section 3. Nothing contained herein shall be interpreted to abolish, repeal, modify, restrict or limit the law in effect in this state applicable to the professional relationship and liabilities between the person furnishing professional medical services and the persons receiving such professional medical services and to the standards for professional conduct.

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Section 4. To purchase, lease as lessee or otherwise acquire, and to hold for investment, improve, maintain and operate the business properties and any other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; for the rendering of professional services and for investment; and to do everything necessary, convenient or conducive to the full accomplishment of the objects and purposes in this Article II.

Section 5. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 6. In general, to conduct all phases and aspects of the medical profession, and to render all services ordinarily provided and rendered by medical doctors and physicians, and such other services incidental or connected thereto. To transact any and all lawful business for which corporations may be incorporated and for all purposes authorized as medical doctors and physicians under the Professional Service Corporation Act of the State of Idaho, and all other powers not inconsistent with such Professional Service Corporation Act which are conferred by the General Business Corporations Act of the State of Idaho.

Section 7. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is 5502 South 9th East, Idaho Falls, Idaho, 83402 the corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide.

Section 2. The operation and business of this corporation shall be carried out in the City of Idaho Falls, County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

Section 3. The initial registered agent for the corporation shall be Craig Z. Hall, whose address is 5502 South 9th East, Idaho Falls, Idaho 83402.

ARTICLE V.

CAPITAL STOCK

Section 1. This company is a stock company chartered under the laws of the State of Idaho.

Section 2. The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares with no par value. There shall be one class of shares, all of which shall be common.

Section 3. Non of the capital stock may be issued or transferred to any stockholder who is not a natural person and who is not a duly licensed medical physician or medical doctor authorized to render the same professional services for which the corporation was incorporated. No stockholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VI

MANAGEMENT

Section 1. The management of this corporation shall be vested in a Board of Directors who shall be elected at the annual meeting of the Stockholders. The number of Directors to serve shall be elected and decided at the annual meeting of Stockholders as provided in the Bylaws and in the manner and method therein provided.

Section 2. The number of Directors constituting the initial Board of Directors of the corporation shall be 1, who is to serve as Directors until the first annual meeting of Stockholders or until his successors shall have been elected and qualified and who is named as follows and who is a licensed medical physician or medical doctor under the laws of the State of Idaho.

CRAIG ZANE HALL
5502 South 9th East
Idaho Falls, Idaho 83401

Section 3. The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board.

Section 4. 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 other 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 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 of the company which shall 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.

ARTICLE VII.

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

CRAIG ZANE HALL One Hundred Shares
5502 South 9th East
Idaho Falls, Idaho 83401

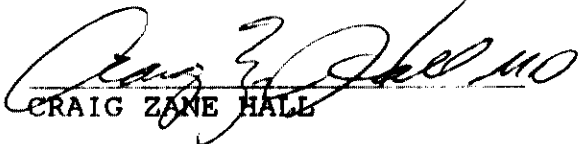
All of the subscribers to these Articles of Incorporation are citizens of the United States and residents of the State of Idaho and licensed to practice as medical doctors and medical physicians within the State of Idaho.

ARTICLE VIII.

AMENDMENTS

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

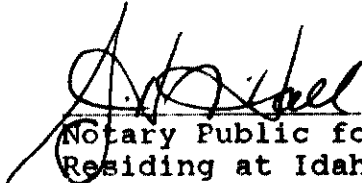
IN WITNESS WHEREOF, we, the incorporators, have hereunto set our hands and seals this 26 day of June, 1991.


CRAIG ZANE HALL

State of Idaho)
) ss.
County of Bonneville)

On this 26 day of June, 1991, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Craig Zane Hall, known to me to be the person whose name is subscribed to the above and foregoing Articles of Incorporation 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 first above written.



Notary Public for Idaho
Residing at Idaho Falls
My Commission Expires: 10-1-92

(SEAL)

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