

917038

State of Idaho

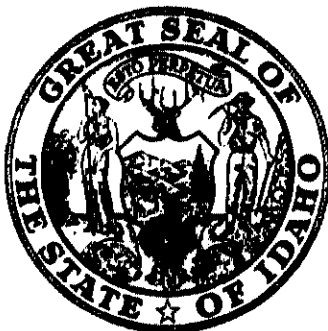
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of WESTERN HEART INSTITUTE, P.C., A WYOMING CORPORATION into WESTERN HEART INSTITUTE, P.A., AN IDAHO CORPORATION, duly signed and verified 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: February 3, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Deedrie

Corporation Clerk

**ARTICLES AND AGREEMENT (PLAN) OF MERGER
MERGER OF
WESTERN HEART INSTITUTE, P.C., A WYOMING CORPORATION
INTO
WESTERN HEART INSTITUTE, P.A., AN IDAHO CORPORATION**

The undersigned corporations, in accordance with Article 4 of the Wyoming Business Corporations Act, and Title 30, Chapter 1 of the Idaho Business Corporation Act, hereby adopt the following Articles and Agreement (Plan) of Merger.

Article 1. The parties hereto agree to effect this Merger.

Article 2. The corporation to survive the merger is Western Heart Institute, P.A., an Idaho corporation, which shall continue under the same name. Its address for service of process shall be 2860 Channing Way, Suite 200, Idaho Falls, Idaho 83404.

Article 3. The parties to these Articles and Agreement (Plan) of Merger are Western Heart Institute, P.C. ("WHI, WY"), a Wyoming corporation; and Western Heart Institute, P.A. ("WHI, ID"), an Idaho corporation.

Article 4. No amendment to the charter of the surviving corporation is to be effected as part of the Merger.

Article 5. The total number of shares of stock of all classes which are outstanding are as follows:

RECEIVED
SEC. OF STATE
FEB 3 AM 8 19

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Outstanding</u>
WHI, WY	Common (w/out par value)	100
WHI, ID	Common (w/out par value)	100

Article 6. The manner and basis of exchanging and converting the issued stock of WHI, WY is as follows: Each share of issued and outstanding Common Stock (without par value) of WHI, WY shall be converted into zero (0) shares of Common Stock (without par value) of WHI, ID. Shares of WHI, ID common stock (without par value), outstanding as the date of this Merger, shall not be converted or exchanged but shall remain outstanding shares of Common Stock (without par value) of the surviving corporation.

Article 7. The principal offices of WHI, WY and WHI, ID are located in Casper, Wyoming, and Idaho Falls, Idaho, respectively. Neither party to the merger owns property, the title of which could be affected by the recording of an instrument among the land records.

Article 8. These Articles and Plan of Merger were duly adopted and approved by the Board of Directors and Stockholders of WHI, WY and WHI, ID, respectively, in each case by Written Consent of all Directors and all Stockholders in lieu of a Special Joint Meeting, dated January 23, 1992 in the manner and by the vote required by the laws of the States of Wyoming and Idaho, respectively.

Article 9. The Plan of Merger is as follows:

9.1 The Articles of Incorporation of WHI, ID, as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Incorporation of WHI, ID and shall not be changed or amended by the Merger.

9.2 WHI, ID reserves the right and power , after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

9.3 The Bylaws of WHI, ID as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of WHI, ID until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

9.4 The Directors of WHI, ID as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of WHI, ID. The number of Directors of WHI, ID shall continue to be one and shall be: Dale A. Waters, M.D.

All officers of WHI, WY immediately prior to the effective date of the Merger, shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of WHI, ID.

9.5 Each share of issued and outstanding Common Stock (without par value) of WHI, WY shall be converted into zero (0) shares of Common Stock (without par value) of WHI, ID. Shares of WHI, ID Common Stock (without par value) outstanding at the date of this Merger shall not be converted or exchanged, but shall remain outstanding as shares of Common Stock (without par value) of the surviving corporation.

9.6 On the effective date of the Merger, the separate existence of WHI, WY shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by WHI, ID to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of WHI, WY by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

IN WITNESS WHEREOF, we put our hands on this 24th day of January, 1992.

Dated: 24 Jan 92

DALE A. WATERS
DALE A. WATERS, M.D., President
WESTERN HEART INSTITUTE, P.C.,
A Wyoming Corporation

Dated: 24 Jan 92

DALE A. WATERS
DALE A. WATERS, M.D., President
WESTERN HEART INSTITUTE, P.A.,
An Idaho Corporation

ACKNOWLEDGED:

Dated: 1/30/92

KENNETH L. CATANZARITE
KENNETH L. CATANZARITE, Secretary,
WESTERN HEART INSTITUTE, P.C.,
A Wyoming Corporation

Dated: 1/30/92

KENNETH J. CATANZARITE
KENNETH J. CATANZARITE, Secretary
WESTERN HEART INSTITUTE, P.A.,
An Idaho Corporation

STATE OF IDAHO)
COUNTY OF _____)
Bannville

I, Dale A. Waters, M.D., being first duly sworn, on oath depose and say: that I am the President of WESTERN HEART INSTITUTE, P.C., a Wyoming corporation and President of WESTERN HEART INSTITUTE, P.A., an Idaho corporation; that I have read the within and foregoing ARTICLES AND AGREEMENT (PLAN) OF MERGER of said corporations; know the contents thereof; and that the statements therein contained are true.

Signed: DALE A. WATERS
DALE A. WATERS, M.D.

Subscribed and sworn to before me this 24 day of January, 1992.

Sherry C. Dolos
NOTARY PUBLIC
My Commission Expires: 11/15/96

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

I, Kenneth J. Catanzarite, being first duly sworn, on oath depose and say: that I am the Secretary of WESTERN HEART INSTITUTE, P.C., a Wyoming corporation and Secretary of WESTERN HEART INSTITUTE, P.A., an Idaho corporation; that I have read the within and foregoing ARTICLES AND AGREEMENT (PLAN) OF MERGER of said corporations; know the contents thereof; and that the statements therein contained are true.

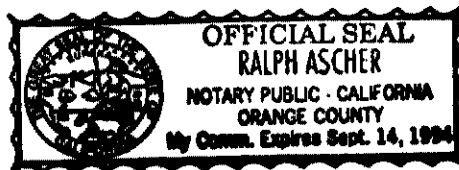
Signed:


KENNETH J. CATANZARITE

Subscribed and sworn to before me this 30 day of January, 1992.


NOTARY PUBLIC

My Commission Expires: 9/14/94



**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

I, DALE A. WATERS, M.D., certify that:

1. I am the president of WESTERN HEART INSTITUTE, P.C., a Wyoming corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

I further declare under penalty of perjury under the laws of the States of Idaho and Wyoming that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: 24 Jan 92

DALE A. WATERS
DALE A. WATERS, M.D., President

STATE OF IDAHO)

COUNTY OF _____)

Bonanza

I, Dale A. Waters, M.D., being first duly sworn, on oath depose and say: that I am the President of WESTERN HEART INSTITUTE, P.C., a Wyoming corporation; that I have read the within and foregoing CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER of said corporation; know the contents thereof; and that the statements therein contained are true.

Signed: DALE A. WATERS
DALE A. WATERS, M.D.

Subscribed and sworn to before me this 24 day of January, 1992.

Sherry C. Pokor
NOTARY PUBLIC
My Commission Expires: 11/15/96

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

I, KENNETH J. CATANZARITE, certify that:

1. I am the secretary of WESTERN HEART INSTITUTE, P.C., a Wyoming corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

I further declare under penalty of perjury under the laws of the States of Idaho and Wyoming that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: 11/30/92


KENNETH J. CATANZARITE, Secretary

STATE OF CALIFORNIA)
COUNTY OF ORANGE)

I, Kenneth J. Catanzarite, being first duly sworn, on oath depose and say: that I am the Secretary of WESTERN HEART INSTITUTE, P.C., a Wyoming corporation; that I have read the within and foregoing CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER of said corporation; know the contents thereof; and that the statements therein contained are true.

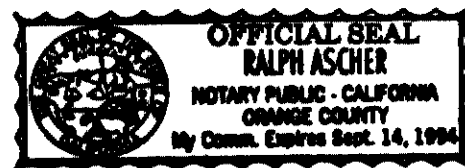
Signed:


KENNETH J. CATANZARITE

Subscribed and sworn to before me this 30 day of January, 1992.


NOTARY PUBLIC

My Commission Expires: 9/14/94



**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

I, DALE A. WATERS, M.D., certify that:

1. I am the president of WESTERN HEART INSTITUTE, P.A., an Idaho corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

I further declare under penalty of perjury under the laws of the States of Idaho and Wyoming that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: 24 Jan 92

DALE A. WATERS
DALE A. WATERS, M.D., President

STATE OF IDAHO)
COUNTY OF Bonneville)

I, Dale A. Waters, M.D., being first duly sworn, on oath depose and say: that I am the President of WESTERN HEART INSTITUTE, P.A., an Idaho corporation; that I have read the within and foregoing CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER of said corporation; know the contents thereof; and that the statements therein contained are true.

Signed: DALE A. WATERS
DALE A. WATERS, M.D.

Subscribed and sworn to before me this 24 day of January, 1992.

Sherkey C. Dokes
NOTARY PUBLIC
My Commission Expires: 11/15/96

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

I, KENNETH J. CATANZARITE, certify that:

1. I am the secretary of WESTERN HEART INSTITUTE, P.A., an Idaho corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

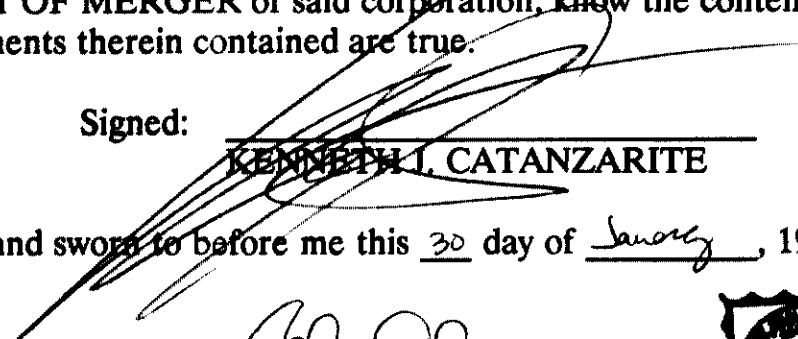
I further declare under penalty of perjury under the laws of the States of Idaho and Wyoming that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: 1/30/92


KENNETH J. CATANZARITE, Secretary

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

I, Kenneth J. Catanzarite, being first duly sworn, on oath depose and say: that I am the Secretary of WESTERN HEART INSTITUTE, P.A., an Idaho corporation; that I have read the within and foregoing CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER of said corporation; know the contents thereof; and that the statements therein contained are true.

Signed: 
KENNETH J. CATANZARITE

Subscribed and sworn to before me this 30 day of January, 1992.


NOTARY PUBLIC
My Commission Expires: 9/14/94

