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SECRETARY OF STATE
STATE OF IDAHO

FILED EFFECTIVE

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
J. BAKER, ERICKSON & NELSON, M.D.'S, P.A.
AN IDAHO PROFESSIONAL CORPORATION, CHANGING ITS NAME TO
WOMEN'S HEALTHCARE ASSOCIATES, P.A.**

Pursuant to a resolution presented by the Board of Directors and unanimously adopted and approved by all officers and stockholders of J. Baker, Erickson & Nelson, M.D.'s, P.A., an Idaho professional corporation duly organized under the Idaho Business Corporation Act, (subsequently called the "Corporation"), on May 1st, 2008, the officers and stockholders of the Corporation hereby amend all of the Corporation's articles of incorporation on file with the Secretary of State, including without limitation any prior amended and restated articles of incorporation, and hereby restate in their place the following Third Restated and Amended Articles of Incorporation for said Corporation, as allowed under Idaho Code §30-1-1003, §30-1-1006 and §30-1-1007.

1. Name. The name of the Corporation is currently is J. Baker, Erickson & Nelson, M.D.'s, P.A., but with the filing of these Third Restated and Amended Articles of Incorporation, the name of the Corporation shall be changed to Women's Healthcare Associates, P.A.
2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be three thousand (3,000), all of which shall be common voting stock.
3. Registered office and agent. The registered office of the Corporation is 3200 Channing Way, Suite A-205, Idaho Falls, Idaho, 83404, and its registered agent at that address is Ty B. Erickson.
4. Purpose. The purpose for which the Corporation is organized is to provide professional services in the practice of medicine and all other purposes allowed by the laws of the State of Idaho.
5. Stockholders. The names and addresses of the existing stockholders are Jeffrey B. Baker, Ty B. Erickson, Barbara J. Nelson, Steve Robison and Margaret Huggins, and their address, for purposes of these Third Restated and Amended Articles of Incorporation, is 3200 Channing Way, Suite A-205, Idaho Falls, Idaho 83404. At the time when these Third Amended and Restated Articles of Incorporation were adopted and approved by the officers and stockholders of J. Baker, Erickson & Nelson, M.D.'s, P.A., now Women's Healthcare Associates, P.A., by resolution on January 1, 2001, three thousand (3,000) shares of no par value voting stock were entitled to vote. All such shares were held by Jeffrey B. Baker, Ty B. Erickson, Barbara J. Nelson, Steve Robison and Margaret Huggins, who are all medical doctors licensed to practice. On May 1, 2008, Jeffrey B. Baker, Ty B. Erickson, Barbara J. Nelson, Steve Robison and Margaret Huggins unanimously voted in favor of the resolution

IDAHO SECRETARY OF STATE
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adopting and approving these Third Amended and Restated Articles of Incorporation, with none voting against such resolution.

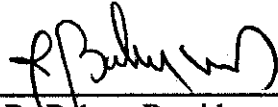
6. Preemptive Rights. The Corporation elects to have preemptive rights.

7. No Directors. Pursuant to Idaho Code § 30-1-732, the Corporation shall have no directors. Instead, the power to conduct and manage the affairs of the Corporation normally conferred or imposed upon directors by the Idaho Professional Services Corporate Act, Idaho Code §§ 30-1301 *et seq.*, and the Idaho Business Corporation Business Act, Idaho Code §§ 30-1-101 *et seq.*, shall be conferred or imposed upon the stockholders.

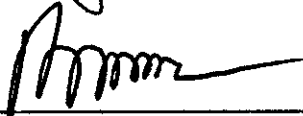
8. Indemnification. The Corporation shall indemnify the officers and stockholders of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

In witness whereof, we have subscribed these Third Amended and Restated Articles of Incorporation this 2nd day of July, 2008.

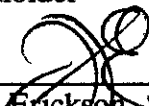
Stockholders and Officers of J. Baker, Erickson & Nelson, M.D.'s, P.A.,
now known as Women's Healthcare Associates, P.A.



Jeffrey B. Baker, President and Stockholder




Barbara J. Nelson, Vice-President and
Stockholder



Ty B. Erickson, Secretary/Treasurer
and Stockholder



Steve Robison, Stockholder



Margaret Huggins, Stockholder

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