

State of Idaho

Department of State

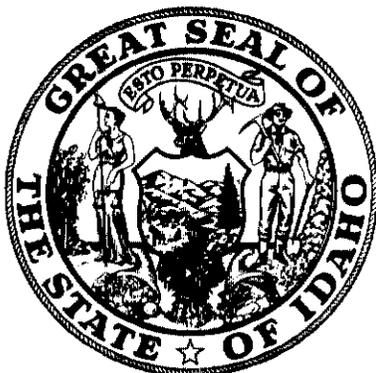
CERTIFICATE OF INCORPORATION OF

IDAHO PHYSICAL MEDICINE AND REHABILITATION, 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: **March 23, 1990**



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Elizabeth M. Zussala*

ARTICLES OF INCORPORATION

OF

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IDAHO PHYSICAL MEDICINE AND REHABILITATION, P.A.

The undersigned, who is a citizen of the United States of America and who is duly licensed to practice medicine under the laws of the State of Idaho, desiring to form a professional corporation under Title 30 of the Idaho Business Corporation Act, does hereby certify:

FIRST: The name of the corporation shall be **IDAHO PHYSICAL MEDICINE AND REHABILITATION, P.A.**

SECOND: The purpose for which the corporation is organized is to practice medicine in Boise, Idaho and the surrounding areas.

THIRD: The period of duration of the corporation shall be perpetual.

FOURTH: The maximum number of shares which the corporation is authorized to issue is one thousand (1000), all of which shall be common shares without par value.

Class A. Five hundred (500) of the shares shall be Class A Common No Par Shares [the "Founders' Shares"] and, except as provided in these Articles, each shall have one vote per share on any matter coming before the shareholders.

Class B. Five hundred (500) of the shares shall be Class B Common No Par Shares [the "Associates' Shares"] and, except as

provided in these Articles, each shall have one vote per share on any matter coming before the shareholders.

The Class A Common No Par Shares and the Class B Common No Par Shares shall have equal dividend and liquidation rights.

At each annual meeting of shareholders, or special meeting called for the purpose of electing directors of the corporation, the holders of Class B Common No Par Stock, voting as a Class, shall elect one or more directors, the number of such directors to be determined from time to time by the holders of Class A Common Stock, voting as a class. At each annual meeting of shareholders, or special meeting called for the purpose of electing directors of the corporation, the holders of Class A Common No Par Stock, voting as a class, shall elect two or more directors, the number of such directors to be equal to the sum of one (1) plus the number of directors to be elected by the holders of Class B Common No Par Stock.

FIFTH: The name of the corporation's registered agent is Robert H. Friedman, M.D. and the corporation's registered office is: 204 Fort Place, Boise, Idaho 83701.

SIXTH: The names and addresses of the initial Board of Directors are:

Robert H. Friedman, M.D.
204 Fort Place
Boise, Idaho 83701

Michael R. McMartin, M.D.
204 Fort Place
Boise, Idaho 83701

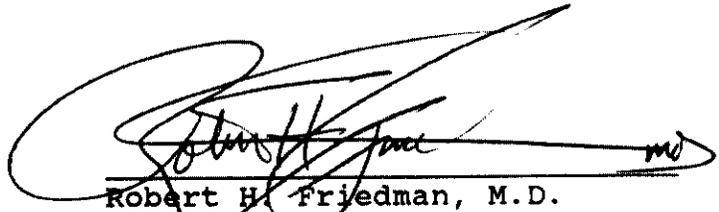
SEVENTH: The name and address of the sole incorporator is:

Robert H. Friedman, M.D.
204 Fort Place
Boise, Idaho 83701

EIGHTH: All of the corporation's incorporators, directors, and shareholders are and shall be duly licensed physicians in the State of Idaho.

NINTH: No shareholder of the corporation may sell or transfer his shares except to another individual who is duly licensed as a physician in Idaho, and any transfer, redemption or purchase of shares shall be further spelled out in the Bylaws adopted by the initial Board of Directors of the corporation and notice thereof specified on each share certificate issued by the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 16 day of March, 1990.


Robert H. Friedman, M.D.
Incorporator