

## COLEMAN PROFESSIONAL ANESTHESIA SERVICES, P.A.

AUG 14 4 16 PM '01

## Articles of Incorporation

SECRET STATE  
STATES OF IDAHO

1. **Name.** The name of the corporation is Coleman Professional Anesthesia Services, P.A., a professional corporation organized under Idaho Code, Section 30-1301 et. seq.
2. **Authorized Shares.** The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock.
3. **Registered Office and Agent.** The street address of the Corporation's registered office is 2885 Roughstone, Meridian, Idaho 83642, and the name of the registered agent at such address is Kevin Coleman.
4. **Incorporator.** The name and address of the sole incorporator is:

Kevin Coleman  
2885 Roughstone  
Meridian, ID 83642

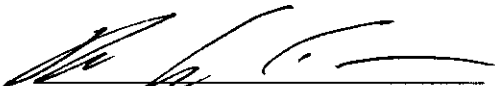
5. **Indemnification.** The Corporation shall indemnify to the fullest extent of the not prohibited by law only current or former director or officer of the Corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this Article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement or expenses of directors, officers, employees, agents, and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Director, vote of shareholders or other document or arrangement.

1840 SECRETARY OF STATE  
08/15/2001 05:00  
CR: 1 CT: 15046 BH: 41362  
1 @ 100.00 = 100.00 CORP # 2

C140283

6. **Limitation of Liability.** No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for the conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to the Idaho Business Corporation Act that further limits the acts of omissions for which the elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.
7. **Elimination of Board or Directors.** The undersigned, as the Incorporator and sole and only stockholder of the Corporation, hereby declares that the Corporation shall eliminate the Board of Directors, pursuant to Idaho Code, Section 30-1-732. These provisions shall be noted conspicuously on the front or back of each stock certificate for outstanding shares or on the information statement required by Idaho Code, Section 30-1-626(2).
8. **Professional Service Corporation.** The purpose for which the Corporation is organized is to carry on the conduct of rendering professional services within the State of Idaho and the practice of nurse anesthetist, and to have and exercise all powers, privileges and right conferred upon professional service Corporations by the laws of the State of Idaho, in accordance with the Idaho Professional Services Act of 1988.

In witness whereof, I have subscribed the Articles of Incorporation this 14 day of August, 2001.

  
Kevin Coleman