

State of Idaho

Department of State

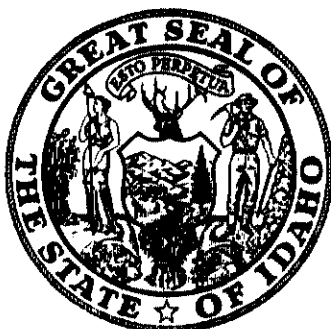
CERTIFICATE OF AMENDMENT OF

PRIMARY HEALTH, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PRIMARY HEALTH, INC., changing the corporate name to PRIMARY HEALTH NETWORK, INC., 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: November 26, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRIMARY HEALTH, INC.**

Nov 26 4 01 PM '93
SECRETARY OF STATE

Pursuant to the provisions of Section 30-1-59 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

I. NAME OF THE CORPORATION.

The name the corporation prior to the adoption of these Amended and Restated Articles of Incorporation was PRIMARY HEALTH, INC.

II. AMENDMENTS ADOPTED.

The following amendments to the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the Business Corporation Act:

RESOLVED that ARTICLE I of the Articles Of Incorporation be amended and the Articles of Incorporation be restated to read in full as follows:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is PRIMARY HEALTH NETWORK, INC. ("Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES OF THE CORPORATION**

The Corporation is organized to do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE IV
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000,000	\$0.00

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 2995 N. Cole Road, Suite 200B, Boise, Idaho 83704, and the name of its initial registered agent at such address is Kathleen P. Allyn.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as the initial Director is:

NAME	ADDRESS
Robert D. Gilbert, M.D.	2995 N. Cole Road Suite 200B Boise, ID 83704

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

NAME	ADDRESS
Robert D. Gilbert, M.D.	2995 N. Cole Road Suite 200B Boise, ID 83704

Except for the designated amendment these Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended and these Restated Articles of Incorporation together with the designated amendment supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

III. DATE OF ADOPTION BY DIRECTORS.

The date on which the Directors adopted the amendment was November 19, 1993.

IV. NUMBER OF SHARES OUTSTANDING AND ENTITLED TO VOTE.

No shares are outstanding and no shares are entitled to vote on the amendment.

V. NO SHARES ISSUED.

No shares have been issued.

PRIMARY HEALTH NETWORK, INC.
(formerly PRIMARY HEALTH, INC.)

By Its Directors and Officers:

Dated: November 19, 1993


Robert D. Gilbert, Director


Shane M. Kelly, Director and President


Robin F. Clark, Director

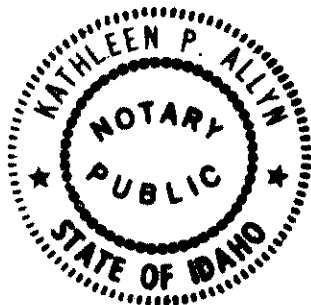

Barbara J. Miller, Director and Secretary

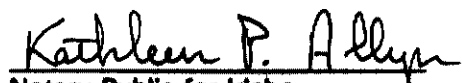

Robert V. Hansberger, Director

VERIFICATION

STATE OF IDAHO)
) ss
County of Ada)

I, Kathleen P. Allyn, a notary public in and for the State of Idaho, do hereby certify that on this 19th day of November, 1993, personally appeared before me Shane M. Kelly, who being by me first duly sworn, declared that he is the President of Primary Health Services, Inc. (formerly Primary Health, Inc.), that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.




Kathleen P. Allyn
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: January 2, 1997