



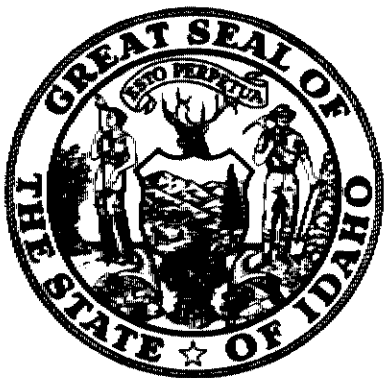
**CERTIFICATE OF INCORPORATION
OF**

ROBERT BERGHAN, M. D., 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: **November 19, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Joan Mankus*

RECEIVED
SEC. OF STATE
37 NOV 19 AM 9 08

ARTICLES OF INCORPORATION

OF

ROBERT BERGHAN, M. D., P. A.

THESE PRESENTS WITNESS: That I, the undersigned, being desirous of forming a corporation for the purposes hereinafter specified and in conformity to the laws of the State of Idaho and to the Professional Service Corporation Act, do hereby make and subscribe the following written Articles of Incorporation, in duplicate:

ARTICLE I

The name of this corporation shall be Robert Berghan, M. D.
P. A..

ARTICLE II

The time of existence of this corporation shall be perpetual.

ARTICLE III

The purpose of this corporation is the practice of the profession of medicine and the investing of the corporate funds in real estate, personal property, mortgages, stocks, bonds, insurance, or any other type of investment and to mortgage and encumber the same and to deal generally therein.

ARTICLE IV

The capital stock of this corporation shall consist of 10,000 shares of common stock with no par value. None of said capital stock will be issued to anyone other than an individual

who is duly licensed or otherwise legally authorized to practice as a medical doctor in the State of Idaho. No capital stock of this corporation shall be transferred to any person or entity not legally authorized to practice as a medical doctor in the State of Idaho, whether such transfer be voluntary, involuntary, or by operation of law and in the event such an unauthorized transfer of the capital stock of the corporation would otherwise occur, the corporation shall be irrevocably bound to redeem such stock, which said stock shall then become treasury stock of the corporation and may be sold by the corporation only to an individual legally authorized to practice as a medical doctor in the State of Idaho. Each shareholder of the corporation shall enter into a written agreement with the corporation providing for the redemption of all of the shareholder's stock which might otherwise be transferred to any person ineligible to be a shareholder whether such transfer would be voluntary, involuntary, or by operation of law.

ARTICLE V

The aggregate value of the shares of common stock will not be in excess of \$100,000.00.

ARTICLE VI

The location and post office address of its registered office in the State of Idaho shall be E. 204 Superior, P. O. Box 717 Sandpoint, Idaho 83864; and its initial registered agent at

such address is: Robert Berghan, M.D.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until successors are elected and qualified are as follows:

Robert Berghan, M.D.
P. O. Box 717
Sandpoint, Idaho 83864

The name and address of the incorporator is:

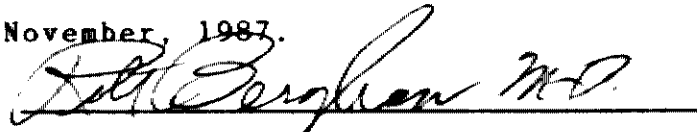
Robert Berghan, M.D.
P. O. Box 717
Sandpoint, Idaho 83864



CONSENT OF REGISTERED AGENT

I, Robert Berghan, M.D., hereby consent to serve as Registered Agent in the State of Idaho, for the above-named corporation. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated this 16th day of November, 1987.

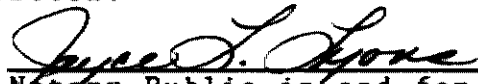


Address: P. O. Box 717
Sandpoint, Idaho 83864

STATE OF IDAHO)
) ss.
County of BONNER)

On this 16th day of November, 1987 personally appeared before me Robert Berghan, M.D. to me known to be the individual described in and who executed the foregoing instrument and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year in this certificate above written.



Notary Public in and for the State
of Idaho residing at SANDPOINT