

# State of Idaho

## Department of State

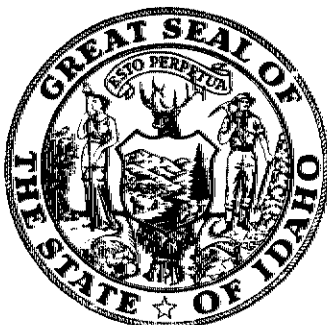
### CERTIFICATE OF INCORPORATION OF

MED-NET, INC.  
File number C 118699

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 17, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. D. Dumas*

**ARTICLES OF INCORPORATION  
OF  
MED-NET, INC.**

We, the undersigned, having associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

1. **NAME.** The name of the corporation is **MED-NET, INC.**
2. **KNOWN PLACE OF BUSINESS.** Its principal office in the State of Idaho is located at Rt. 1, Box 407, Kamiah, Idaho 83536. The name and address of its statutory agent is Ms. Tina Lunceford located at : Rt 1, Box 407, Kamiah, Idaho 83536.
3. **PURPOSE.** The nature of the business, or objectives or purposes proposed to be transacted, promoted or carried on are:

To engage in any lawful activity and to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with services, goods, wares and merchandise and personal property of every class and description.

To hold, purchase and convey real and personal estates and to mortgage or lease any such real and personal estate with its franchises and to take the same by devise or bequest.

To acquire, and pay for in cash, stock or bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant license in respect of, mortgage, or otherwise dispose of letters of patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

IDAHO SECRETARY OF STATE

DATE 03/17/1997

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To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock or of any bonds, securities or evidences of the indebtedness created by any other corporations of this state, or any other state or government, and, while owner of such stock, bonds, securities or evidences of indebtedness, to exercise all rights, powers and privileges of ownership, including the right to vote, if any.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

To do all and every thing necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article Three shall be regarded as independent objects and purposes.

**4. Perpetual Existence.** The Corporation is to have perpetual existence.

5. **Authorized Capital.** The total number of shares that may be issued by the Corporation is One Hundred Thousand (100,000) Shares of common stock without nominal or par value.

Such shares without nominal or par value may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors.

6. **Stock Rights and Options.** The stock of the corporation shall not have preemptive rights. The corporation may issue rights and options to purchase shares of capital stock of the corporation to directors, officers and employees of the corporation, or of any affiliate thereof, and no shareholder approval or ratification of any such issue of rights and options shall be required.

7. **No Assessment of Capital Stock.** The capital stock, after the amount of the subscription price has been paid in shall not be subject to assessment to pay the debts of the Corporation.

8. **Board of Directors.** The governing board of this Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the BYLAWS of this Corporation, provided that the number of directors shall not be reduced to less than two (2), except that in cases where all shares are owned beneficially and of record by either one or two stockholders, the number of directors may be less than two (2), but not less than the number of stockholders. The initial number of stockholders shall be two (2). The names and post office addresses of the first board of directors, which shall be two (2) in number, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Ms. Tina Lunceford	Rt. 1, Box 407 Kamiah, Idaho 83536
Dr. Tim G. Wood Jr.	Rt. 1, Box 407 Kamiah, Idaho 83536

9. **Powers of the Board of Directors.** In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and to cause to be executed mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution or in the BYLAWS of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have a name or names as may be stated in the BYLAWS of the Corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of a least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deems expedient and for the best interests of the Corporation.

**10. Elimination of Director Liability.** A director of the corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for authorizing the unlawful payment of a dividend or other distribution on the Corporation's capital stock or the unlawful purchase of its capital stock or (iv) for any transaction from which the director derived an improper personal benefit, or (v) for violation of Idaho corporation law. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

**11. Cumulative Voting.** At all elections of directors of the Corporation each holder of stock possessing voting power is entitled to as many votes as equal the number of his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he or she may see fit.

**12. Incorporators.** The names and post office addresses of each of the incorporators signing the Articles of Incorporation are as follows:

**NAME**

**ADDRESS**

Ms. Tina Lunceford

Rt. 1, Box 407  
Kamiah, Idaho 83536

Mr. Tim Wood

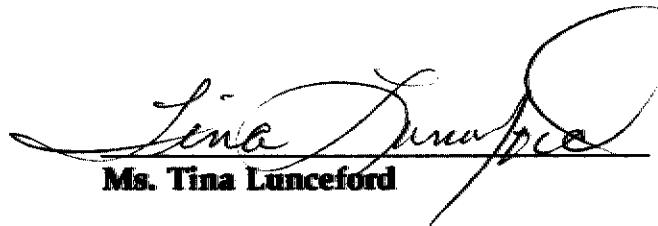
Rt. 1, Box 407  
Kamiah, Idaho 83536

**13. Location of Meetings: Books.** Meetings of stockholders and directors may be held outside the State of Idaho, if the BYLAWS so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the board of directors or in the BYLAWS of the Corporation.

**14. Exemption of Private Property.** The private property of the incorporators, directors, officers and shareholders of this corporation shall be forever exempt from its corporate debts, obligations and liabilities.

**15. Amendments.** This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

**WE, THE UNDERSIGNED,** being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Idaho do make and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true, and accordingly have hereunto set our hands this 15th day of January 1997.

  
Ms. Tina Lunceford

  
Dr. Tim G. Wood Jr.