



Department of State.

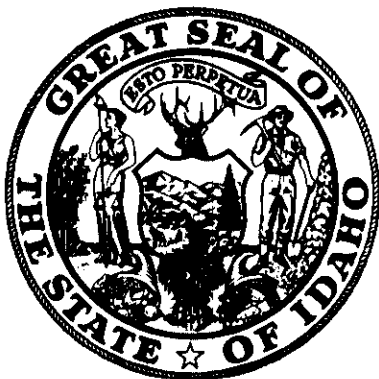
**CERTIFICATE OF INCORPORATION
OF**

IDAHO FALLS DERMATOLOGY, 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: **August 19, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zakala

ARTICLES OF INCORPORATION
OF
IDAHO FALLS DERMATOLOGY, P.A.

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KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a natural person of legal age and a resident of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, and pursuant to the Professional Service Corporation Act of the State of Idaho, Idaho Code Title 30, Chapter 13, does hereby certify as follows:

ARTICLE I

NAME

The name of the Corporation is IDAHO FALLS DERMATOLOGY, P.A.

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes. Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which said Corporation is formed, are as follows:

1.1 To practice and engage in the practice of medicine within the State of Idaho.

1.2 To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purpose, or which are incidental thereto or connected therewith.

1.3 The business activities shall be carried on only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Idaho, and other such persons as are trained to assist one who is licensed to practice medicine.

Section 2. Powers. The Corporation shall not engage in any business other than the rendering of medical service and advice. Pursuant to the general purpose of the Corporation, the Corporation is hereby authorized and empowered to do any act or

to carry on business in the State of Idaho authorized by the Professional Service Corporation Act of the State of Idaho as necessary to compliment and augment the general purposes of the Corporation, including but not limited to:

2.1 To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

2.2 To acquire by lease, purchase, contract, concession, or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, either within or without the State of Idaho and in any country, domestic or foreign, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every description and nature whatsoever which the Corporation may deem wise and proper in connection with the conduct of its business herein enumerated.

2.3 To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of, any and all inventions, devices, and processes related to the rendering of professional services and corporate purposes and any improvements and modifications thereof.

2.4 To apply for, purchase, or by other means acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, and protect, prolong, and renew, whether in the United States or

elsewhere, licenses, protections, concessions, trademarks, trade symbols, trade names, or other indications of origin or ownership granted by or recognized under the laws of the United States, which may appear likely to be advantageous, useful, and related to the corporate purpose, and to use and turn to account and to provide services under or grant licenses or privileges in respect of the same.

2.5 To acquire all or any part of the good will, rights, real property, personal property, and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to the business of the Corporation or otherwise, and to pay for it in cash or in stock or obligations of the Corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in any lawful manner in the State of Idaho and/or in any other state, territory, locality, or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Idaho.

2.6 To do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Idaho or any part of the world, as principals or agents, or otherwise alone or in the company with others, without restrictions as to time, place, or amount.

2.7 Subject to the limitations and restrictions imposed by law, to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or

connected with the aforesaid objects, purposes, or powers, or any of them.

2.8 It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or inference from the terms of any other paragraph or any other articles, but that the powers and the enumeration of specific powers shall not be construed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

2.9 To engage in any business whatsoever, consistent with the laws of the State of Idaho regarding this Corporation, either as principal or as agent or both, or as a syndicate, which the Corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to have and to exercise all powers authorized by the laws of the State of Idaho under which the Corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

2.10 With power for its corporate purposes, to borrow money and from time to time, make, accept, endorse, execute, issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the Corporation or its business, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the Corporation wherever situated, whether now owned or hereinafter to be acquired.

2.11 To enter into any kind of contract or agreement, cooperative, or profit sharing plan with its officers or

employees that the Corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

2.12 Employee plans. From time to time, to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this Corporation, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability or unemployment, education, housing, social and general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

ARTICLE III

EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV

STOCK

4.1 Description of classes of shares. There shall be one class of shares, all of which shall be common shares.

4.2 Number of shares. The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares with a par value of One Dollar (\$1.00) per share for an aggregate par value of Ten Thousand Dollars (\$10,000.00).

4.3 Voting Rights. Each share shall have equal voting powers, each share entitling the holder to one (1) vote.

4.4 Nonassessable. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable.

ARTICLE V

REGISTERED AGENT AND OFFICE

The name and location of the registered agent and office of the Corporation is:

Paul Brooke, M.D.
2860 Channing Way, Suite 122
Idaho Falls, Idaho 83404

ARTICLE VI

SHARES

6.1 Conditions of Ownership of Shares. The Corporation shall not issue any stock or share to any person who is not duly licensed or otherwise legally authorized to practice medicine in the State of Idaho.

6.2 No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person to exercise the voting power of any or all of his stock unless such other person is duly authorized or licensed legally to render services in the State of Idaho as outlined in 6.1.

6.3 If any officer, agent, shareholder, or employee of the Corporation who has rendered services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of professional insurance services, he shall sever all employment with, and financial interests in, this Corporation forthwith.

6.4 No shareholder of this Corporation may sell or transfer his shares in said Corporation except to another individual who is eligible to practice medicine in the State of Idaho, and such sale or transfer may be made only after the same shall have been approved at a shareholder's meeting especially

called for such purpose, by not less than a majority vote of the outstanding stock, or by such higher percentage as may be provided in the Bylaws of the Corporation. The Corporation's Board of Directors or shareholders may adopt Bylaws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares.

6.5 No shareholder shall have any preemptive or other preferential right to subscribe for, purchase, or receive any shares of stock of the Corporation which it may issue or sell, nor shall any shareholder have any preemptive rights or preference right to subscribe for, purchase or receive any bonds, debentures, or other obligations or securities which the Corporation may issue or sell which are convertible into or exchangeable for stock, or which shall be attached to or appertain to any option or warrant or other instrument which shall confer upon the holders or owner of such obligation or security the right to subscribe for, purchase or receive from the Corporation any shares of its capital stock.

ARTICLE VII

INITIAL 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 director until the first annual meeting of the shareholders, or until his successor is elected and shall qualify is:

Paul Brooke, M.D.
2860 Channing Way, Suite 122
Idaho Falls, Idaho 83404

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, executes the Articles of

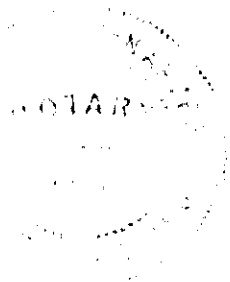
Incorporation in duplicate and certifies to the truth of the facts therein stated, this 14 day of August, 1991.

Paul Brooke M.D.
PAUL BROOKE, M.D.

STATE OF IDAHO)
)ss
County of Bonneville)

On this 14 day of August, 1991, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Paul Brooke, M.D., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Harlow J. McNamee
Notary Public for Idaho
Residing in Idaho Falls, Id.
My commission expires: 3/26/92

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