

AMENDED
ARTICLES OF INCORPORATION
OF

**IDAHO PHYSICAL MEDICINE AND
REHABILITATION, P.A.**

FILED
JAN 28 4 40 PM '98
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being citizens of the United States of America and duly licensed to practice medicine under the laws of the State of Idaho, desiring to form a professional corporation under Title 30 of the Idaho Professional Service Corporations Act, all Articles are hereby amended as follows:

FIRST: The name of the corporation shall be **IDAHO PHYSICAL MEDICINE AND REHABILITATION, P.A.**

SECOND: The purpose for which the corporation is organized is to practice medicine in Boise, Idaho and the surrounding areas.

THIRD: The period of duration of the corporation shall be perpetual.

FOURTH: The maximum number of shares which the corporation is authorized to issue is two thousand five hundred (2,500), all of which shall be common shares without par value. Except as provided in these Articles, each shall have one vote per share on any matter coming before the shareholders.

At each annual meeting of shareholders, or special meeting called for the purpose of electing directors of the Corporation, the holders of the common stock, of the corporation, shall elect one or more directors, the number of directors shall be the same number as the holders of common stock. The director's shall be the individuals who are also the shareholders of the Corporation.

IDAHO SECRETARY OF STATE
01/28/1998 09:00
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FIFTH: The name of the corporation's registered agent is Robert H. Friedman, M.D. and the corporation's registered office is: 204 Fort Place, Boise, Idaho 83701.

SIXTH: The names and addresses of the current Board of Directors are:

Robert H. Friedman, M.D.
204 Fort Place
Boise, ID 83701

Michael S. Weiss, M.D.
204 Fort Place
Boise, ID 83701

W. Michael Breland, M.D.
204 Fort Place
Boise, ID 83701

Monte H. Moore, M.D.
204 Fort Place
Boise, ID 83701

SEVENTH: The name and address of the sole incorporator is:

Robert H. Friedman, M.D.
204 Fort Place
Boise, ID 83701

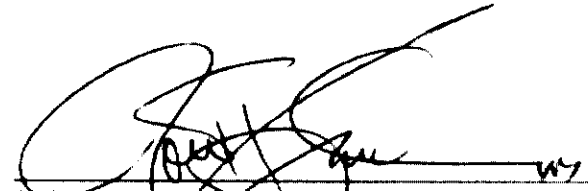
EIGHTH: All of the corporation's incorporators, directors, and shareholders are and shall be duly licensed physicians in the State of Idaho.

NINTH: No shareholder of the corporation may sell or transfer his shares except to another individual who is duly licensed as a physician in Idaho, and any transfer, redemption or purchase of shares shall be further spelled out in the Bylaws adopted by the initial Board of Directors of the corporation and notice thereof specified on each share certificate issued by the corporation.

TENTH: The date of adoption of this amendmend is June 3, 1997. The number of common shares, all classes, entitled to vote on the amendment is a total of 400 shares. This amendment was adopted by a unanimous vote of all 400 common shares entitled to vote on this amendment.

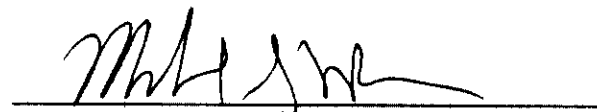
IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of January.

1998.



Robert H. Friedman, M.D.
Chief Executive Officer & Secretary

ATTEST:

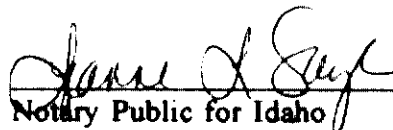


Michael S. Weiss, M.D.
President and Treasurer

VERIFICATION

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

I, Leanne L. Sayles, a notary public, do hereby certify that on this 27th
day of January, 1998, personally appeared before me Robert H. Friedman, M D
and Michael S. Weiss, M.D., who being by me first duly sworn, declared that they are the CEO
and Secretary, and President and Treasurer, respectively of Idaho Physical Medicine and
Rehabilitation, P.A., that they signed the foregoing document as CEO and Secretary, and
President and Treasurer, respectively, of the corporation, and that the statements therein contained
are true.



Notary Public for Idaho

Residing at Boise, Idaho

My Commission Expires: 3-2-99