



Department of State.

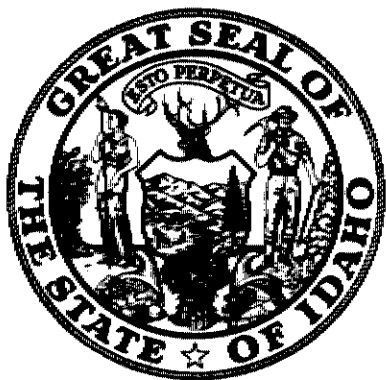
**CERTIFICATE OF INCORPORATION
OF**

PHYSICIAN'S IMMEDIATE CARE GROUP, 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 26, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Jada Mathews*

ARTICLES OF INCORPORATION
OF
PHYSICIAN'S IMMEDIATE CARE GROUP, P.A.

SEC. 10-101

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The undersigned, MICHAEL E. BELL, M.D., who is over the age of eighteen (18) years and is legally authorized to practice medicine in the State of Idaho, associates himself for the purpose of forming a professional service corporation under the laws of the State of Idaho, and adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is PHYSICIAN'S IMMEDIATE CARE GROUP, P.A..

ARTICLE II

Registered Office and Registered Agent

The registered office of this Corporation in the State of Idaho is 3350 Americana Terrace, #120, Boise, Idaho 83706. The registered agent at this address is Michael E. Bell, M.D.

ARTICLE III

Duration

This Corporation shall have perpetual existence.

ARTICLE IV

Purposes

The purpose of this Corporation is primarily to engage in the practice of medicine in all ramifications and subdivisions thereof, including, but not limited to, the following: general medicine, internal medicine, tropical medicine, physical medicine, pediatrics, psychiatry, neurology, radiology, anesthesiology, otolaryngology, obstetrics, gynecology, and any and all other functions deemed by the Board of Medical examiners of the State of Idaho to constitute the practice of family medicine.

ARTICLE V

Capitalization

The aggregate number of shares of which this Corporation shall have authority to issue is 50,000 shares of common stock, each of a par value of \$1.00.

ARTICLE VI

Regulation of Internal Affairs

Provisions for the regulation of the internal affairs of this Corporation, including provisions restricting the transfer of shares, are:

No shares of the capital stock of this Corporation shall be issued to anyone other than an individual who is legally authorized to render services as a physician in the State of Idaho.

No shareholder of this Corporation shall sell or transfer any of his shares in this Corporation except to another individual who is eligible to be a shareholder of this Corporation, and then only in accordance with procedures set forth in the Bylaws of this Corporation for such sale or transfer. Any shares transferred to any person or entity ineligible to be a shareholder, whether such transfer be voluntary, involuntary, or by operation of law, shall be redeemed or cancelled by this Corporation.

No shareholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

If any director, officer, shareholder, agent, or employee of this Corporation become legally disqualified to render services as a physician in the State of Idaho, he shall immediately sever all employment with, and financial interest (other than interests as a creditor, if any) in this Corporation.

ARTICLE VII

Directors

The number of directors constituting the initial Board of Directors of this Corporation is one (1) and the name and address of such person who is to serve as director until the first annual meeting of the shareholder or until the election and qualification of his successor is:

Name

Michael E. Bell, M.D.

Address

3350 Americana Terrace, #120
Boise, Idaho 83706

ARTICLE VIII

Bylaws

The Board of Directors of this Corporation shall have the power to adopt, alter, amend, or repeal the Bylaws of this Corporation, subject to the powers of the shareholder of this Corporation to change or repeal such Bylaws.

ARTICLE IX

Incorporators

The name and address of the incorporator of this Corporation is:

Name

Address

Michael E. Bell, M.D.

3350 Americana Terrace, #120
Boise, Idaho 83706

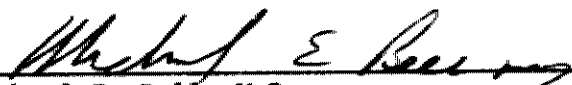
ARTICLE X

Consent to Serve as Registered Agent

By signature hereto affixed, MICHAEL E. BELL, M.D. hereby consents to serve as registered agent, in the State of Idaho, for this Corporation, and understands that as agent for this Corporation, it will be the responsibility of said agent to receive service of process in the name of this Corporation; to forward all mail to this Corporation; and to immediately notify the office of the Secretary of State in the event of the resignation of said agent, or of any change in the registered office address of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of August, 1987.


Michael E. Bell, M.D.


Michael E. Bell, M.D.
Registered Agent