

Amended and Restated **FILED EFFECTIVE**
Articles of Incorporation of
Madison Anesthesia Services, P.A.

The name of the corporation is Madison Anesthesia Services, P.A.

Text of the Amended and Restated Articles of Incorporation

1. Name

The name of the corporation is Madison Anesthesia Services, P.A.

2. Purpose

Its purpose is to provide anesthesia services and other medical services and all other businesses not forbidden by law.

3. Duration

The period of its duration is perpetual.

4. Registered office and agent

The address of its registered office is 2105 Coronado Street, Idaho Falls, Idaho 83404. The name of its registered agent at such address is Gregory C. Calder.

5. Shares

The capital stock of the corporation shall be one thousand (1,000) shares of common stock, without par value.

6. No Board of Directors

Pursuant to Idaho Code 30-1-732, the corporation shall have no board of directors. The corporation shall be managed by its shareholders pursuant to a shareholder management agreement. The managerial functions otherwise required by statute to be performed by a board of directors shall be performed by shareholders as they designate in a shareholder agreement, and they shall be deemed to be directors for purposes of satisfying any requirement that a transaction be approved by a board of directors of the corporation.

7. Elimination of liability of shareholders and officers

Pursuant to Idaho Code 30-1-202(d), no shareholder or officer of the corporation shall have any liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a shareholder or officer, except liability for:

The amount of a financial benefit received by a shareholder that he is not entitled to;

An intentional infliction of harm on the corporation or the shareholders;

An unlawful distribution of corporate assets pursuant to Idaho Code 30-1-833; and

An intentional violation of criminal law.

8. Indemnification

Pursuant to Idaho Code 30-1-202(2)(e), 30-1-851(1)(b) and 30-1-858(1), the corporation shall indemnify a shareholder or officer to the fullest extent permitted by law for liability to any person for any action taken, or any failure to take any action, as a shareholder or officer, except liability for:

The amount of a financial benefit received by a shareholder that he is not entitled to;

An intentional infliction of harm on the corporation or the shareholders;

An unlawful distribution of corporate assets pursuant to Idaho Code 30-1-833; and

An intentional violation of criminal law.

These Amended and Restated Articles of Incorporation contain amendments that required shareholder approval. The number of shares outstanding and the number of votes entitled to be cast is 30. The total number of votes cast in favor was 30. The total number of votes cast against was 0.

Date: July 1, 2003

Gary Cook MD President
Gary Cook, MD, President

2003 AUG -4 A 9: 24
SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
08/04/2003 05:00
CK: 9304 CT: 1681 BH: 694366
1 @ 30.00 = 30.00 AMEND PROF # 2

C 79184