

FILED EFFECTIVE

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ARTICLES OF INCORPORATION
OF

STATE OF IDAHO

Dermatology Associates of Idaho, P.A.

The undersigned, acting as incorporators of a corporation under the Chapter 13, Title 30 of the Idaho Code of Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is DERMATOLOGY ASSOCIATES of IDAHO, P.A.

SECOND: The period of its duration is as is allowed by Chapter 13, Title 30, Idaho Code Professional Service Corporation Act.

THIRD: The purpose or purposes for which the corporation is organized is to engage in the professional practice of medicine, and to exercise all of the powers, and to so all of the acts and things permitted to professional service corporations, to the maximum extent permitted or authorized by the laws of the State of Idaho now in effect, or as the same may hereinafter be amended from time to time.

FOURTH: The aggregate number of shares of stock which the corporation shall have authority to issue is 10,000 shares, divided into 10,000 shares of common stock of par value of \$10.00 each.

FIFTH: The number of directors to be elected at any meeting of the shareholders shall be not less than the number of shareholders of the corporation. The number of directors to be elected for any ensuing year shall be determined at each annual shareholder's meeting, or any special shareholders' meeting called for that purpose, by resolution adopted by a simple majority of the shares represented at any such meeting in person and by proxy.

Election of directors must be by cumulative voting, and "staggered terms" whereby all directors are not elected each year, shall not be permitted.

A person who is not a shareholder may not serve as a director.

No contract or other transaction between the corporation and any other firm or corporation, whether or not an affiliate subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers

IDAHO SECRETARY OF STATE
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owners of, such other firm or corporation. Any directors, individually, or any firm or corporation or other business entity of which any director or officer may be a shareholder, officer, director or member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof, and any director of this corporation who is also a shareholder, owner, director, officer or member of such other firm, corporation, or entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not so connected with such other firm, corporation, or entity or were not so pecuniarily or otherwise interested.

The Board of Directors of this corporation is empowered and authorized to adopt, alter, amend, and repeal the By-Laws of this corporation; to elect officers of the corporation; to fix the compensation of its directors and officers; to allot the capital stock of the corporation to such persons and for such consideration as the Board of Directors may from time to time determine and as may be lawful; and to do all other such things and to exercise all other powers, consistent with law and these Articles of Incorporation, as may be necessary and expedient in the course of the management and operation of this corporation, without the necessity of meetings of stockholders to approve or ratify the same, to the maximum extent permitted by the laws of the State of Idaho, as if each and every of such things and powers were expressly set forth herein.

SIXTH: Any officer, shareholder, agent or employee of a corporation organized under this act shall remain personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional services on behalf of the corporation to the person for whom such professional services were being rendered. The corporation shall be liable up to the full value of its property for any negligent or wrongful acts or misconduct committed by any or its officers, shareholders, agents or employees while they are engaged on behalf of the corporation in the rendering of professional services.

SEVENTH: Provisions denying preemptive rights are: None.

EIGHTH: Provisions for the regulation of the internal affairs of the corporation are: None.

NINTH: The address of the initial registered office of the corporation is 1070 North Curtis Road, Boise, Idaho 83706, and the name of its initial registered agent at such address is James H. Stewart, Ph.D., M.D.

TENTH: 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 will serve as a director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
James H. Stewart, Ph.D., M.D.	1070 North Curtis Road Boise, Idaho 83706

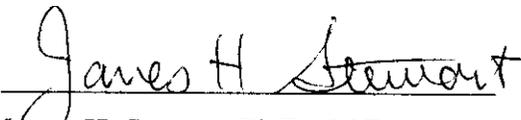
ELEVENTH: The name and address of the incorporator is:

James H. Stewart, Ph.D., M.D.

1070 North Curtis Road

Boise, Idaho 83706

Dated this 26th day of March, 2004


James H. Stewart, Ph.D., M.D.