

**FILED**

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**ARTICLES OF INCORPORATION  
OF  
NORTH IDAHO DERMATOLOGY, P.A.**

The undersigned, acting as the incorporator of a Corporation under the Idaho Professional Service Corporation Act, adopts the following Articles of Incorporation for such Corporation.

FIRST: The name of the Corporation is North Idaho Dermatology, P.A.

SECOND: The period of duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized is for the practice of medicine and allied professional services, and the transaction of any and all business permitted under the Idaho Professional Service Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 50,000 of shares. All of such shares are without par value.

FIFTH: All shareholders of the Corporation shall be person duly licensed to practice medicine or allied professional services in the State of Idaho. Pursuant to Section 30-1310 of the Idaho Code, no shareholder of the Corporation shall sell or transfer shares in this professional service corporation except to another individual who is eligible to be a shareholder of this Corporation. All shares which are transferred to any persons or entity ineligible to be a shareholder of this Corporation shall be redeemed by the Corporation or otherwise canceled, whether such transfer be voluntary, involuntary or by operation of law.

SIXTH: No shareholder shall have preferential or preemptive rights to subscribe for or purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or

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other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

SEVENTH: Each shareholder shall have one vote for each share held of record on all matters submitted for shareholder approval.

Any amendment, or any restatement containing an amendment, of these articles of incorporation, shall require an affirmative vote of a two-thirds majority of the shares voting thereon. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation or the Bylaws of the Corporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

EIGHTH: The address of the initial registered office of the Corporation is Interlake Medical Building, Suite 200, 700 Ironwood Drive, Coeur d'Alene, Idaho 83814, and the name of its initial registered agent at such address is Stephen Craig, M.D.

NINTH: The number of directors constituting the initial board of directors of the Corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and shall qualify is:

Name

Stephen Craig, M.D.

Address

Interlake Medical Building, Suite 200  
700 Ironwood Drive  
Coeur d'Alene, Idaho 83814

TENTH: The name and address of the incorporator is:

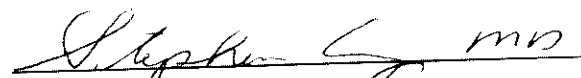
Name

Stephen Craig, M.D.

Address

Interlake Medical Building, Suite 200  
700 Ironwood Drive  
Coeur d'Alene, Idaho 83814

DATED this 30<sup>th</sup> day of October, 1999.


  
STEPHEN CRAIG, M.D.

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**CONSENT TO SERVE AS REGISTERED AGENT**

I, STEPHEN CRAIG, M.D., hereby consent to serve as Registered Agent, in the State of Idaho, for the following corporation: North Idaho Dermatology, P.A.. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED this 30<sup>th</sup> day of October, 1999.

  
STEPHEN CRAIG, M.D.

Address of Registered Office:  
Interlake Medical Building, Suite 200  
700 Ironwood Drive  
Coeur d'Alene, Idaho 83814