

State of Idaho

Department of State

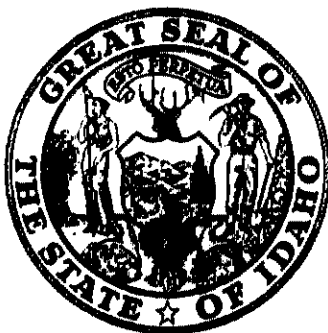
CERTIFICATE OF INCORPORATION OF

WESTERN HEART INSTITUTE, 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: December 20, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson
Corporation Clerk

**ARTICLES OF INCORPORATION
OF WESTERN HEART INSTITUTE, P.A.**

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I.

The name of this corporation is Western Heart Institute, P.A.

II.

The purpose of the corporation is to engage in the practice of medicine and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.

III.

The name and address in the State of Idaho of this Corporation's initial agent for service of process is Dale A. Waters, M.D., 2860 Channing Way, Suite 200, Idaho Falls, Idaho 82404.

IV.

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this Corporation is authorized to issue is 10,000, all of which shall be common shares without par value.

V.

This Corporation is a professional corporation within the meaning of the Idaho Corporations Code.

VI.

The period of duration is perpetual.

VII.


The name and address of the incorporator is:

**Ralph Ascher, Esq.
2331 West Lincoln Avenue
Anaheim, California 92801**

VIII.

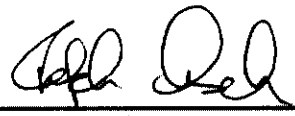
The initial board of directors shall consist of Dale A. Waters, M.D., 2860 Channing Way, Suite 200, Idaho Falls, Idaho 83404.

Dated: 12/19/91



**Signature of Incorporator
Ralph Ascher**

I hereby declare that I am the person who executed the foregoing Articles of Incorporation which execution is my act and deed.



Ralph Ascher