

CERTIFICATE OF INCORPORATION
OF

JEROME ORTHOPEDIC CLINIC, P.A.

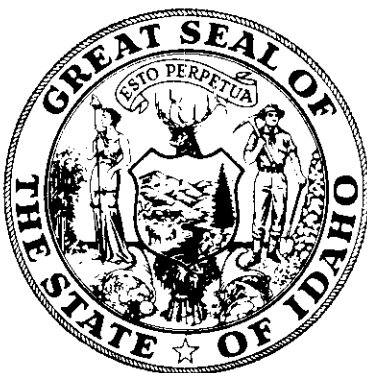
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

JEROME ORTHOPEDIC CLINIC, P.A.

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 31, 1984**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
JEROME ORTHOPEDIC CLINIC, P.A.

I, the undersigned, a natural person of the age of 21 years or more acting as incorporator of a corporation under the Professional Service Corporation Act of Idaho, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is: Jerome Orthopedic Clinic, P.A.

ARTICLE II

Duration

The duration of this Corporation is perpetual.

ARTICLE III

Purposes

The purpose for which this Corporation is organized is to render professional medical services by Karl Metz, holding a license under Title 54 of the Idaho Code, and services ancillary thereto. This Corporation shall not engage in any business other than rendering the aforementioned services, provided, however, that this Corporation may own real and personal property necessary or appropriate for rendering the type of professional services for which it was organized, and may invest its funds in real estate, mortgages, stocks, bonds and other types of investments.

ARTICLE IV

Capital Stock

The aggregate number of shares which the Corporation shall have the authority to issue is Fifty Thousand (50,000) shares of non-assessable voting common stock having a par value of One Dollar (\$1.00) per share. The capital stock of this Corporation shall be issued as fully paid, and the private property of the shareholders shall not be liable for the debts, obligations or liabilities of this Corporation. No shares may be issued to any person who is not an individual licensed to render professional medical services within the State of Idaho.

ARTICLE V

Pre-emptive Rights

Shareholders shall have no pre-emptive rights.

ARTICLE VI

Internal Affairs

The regulation of the internal affairs of the Corporation shall be governed by the Bylaws.

ARTICLE VII

Registered Agent and Office

The address of the initial registered agent of the Corporation is 128 W. Fifth, Jerome, Idaho 83338, and the name of the registered agent is Karl Metz.

ARTICLE VIII

Incorporator and Initial Director

The business of this corporation shall be managed by its Board of Directors. The initial Board of Directors of the Corporation shall be composed of one (1) director and the name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successors are elected and qualified is:

Karl Metz, M.D.

128 W. Fifth
Jerome, Idaho 83338

The above person, in addition to being the initial director, is also the incorporator of this Corporation.

ARTICLE IX

Shareholders

The initial shareholder of this Corporation is Karl Metz of 128 W. Fifth, Jerome, Idaho 83338.

ARTICLE X

Qualification of Officers and Directors

No person may be an officer or director of this Corporation who is not duly licensed to render professional services as a doctor within the State of Idaho; provided, however, a non-licensed person may serve as Secretary or Treasurer of this Corporation.

Dated this 19 day of December, 1984.

Karl Metz
Karl Metz,

STATE OF IDAHO)
COUNTY OF Jerome)ss.

On this 19th day of December, in the year 1984,
before me Martha P. Piper, personally appeared Karl
Metz known or identified to me to be the person whose name is
subscribed to the within instrument, and acknowledged to me that
he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first
written above.

Martha P. Piper
NOTARY PUBLIC
Residing at:
Jerome, Idaho