

State of Idaho

Department of State

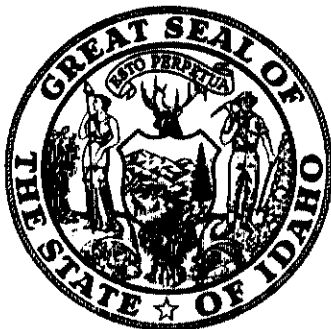
CERTIFICATE OF INCORPORATION OF

PHYSICIAN MANAGEMENT SERVICES, INC.

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: July 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

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PHYSICIAN MANAGEMENT SERVICES, INC.

I, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is PHYSICIAN MANAGEMENT SERVICES, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares which the corporation shall have the authority to issue is ONE HUNDRED THOUSAND (100,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.

V.

The address of the initial registered office of the corporation and the initial registered agent at such address is:

REGISTERED AGENT

DONALD J. DUFFY

REGISTERED ADDRESS

N. 12390 Rimrock Road
Hayden Lake, ID 83835

VI.

The name and address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders is:

INCORPORATOR

ADDRESS

DONALD J. DUFFY

N. 12390 Rimrock Road
Hayden Lake, ID 83835

BOARD OF DIRECTORS

ADDRESS

DONALD J. DUFFY

N. 12390 Rimrock Road
Hayden Lake, ID 83835

HEATHER ANN DUFFY

N. 12390 Rimrock Road
Hayden Lake, ID 83835

VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a. For any breach of the director's duty of loyalty to the corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

DATED this 21 day of July, 1993.


DONALD J. DUFFY

STATE OF IDAHO

COUNTY OF KOOTENAI

) ss.
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On this 21 day of July, 1993, before me, the undersigned Notary Public for the State of Idaho, personally appeared before me DONALD J. DUFFY to me known to be the Registered Agent for PHYSICIAN MANAGEMENT SERVICES, INC. and who executed the within and foregoing instrument on behalf of said corporation, and acknowledged to me that such corporation 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 above written.


Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires: 8/18/93