

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

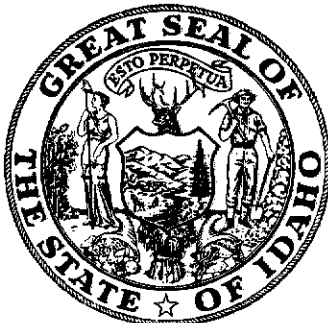
ANESTHESIA ASSOCIATES OF POCA TELLO, P.A.

File number C 115446

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: June 20, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

JUN 12 10 34 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

JUN 26 10 55 AM '96
SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
DATE 06/12/1996 0900 69731

CK #: 11131 CUST# 2982

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

1. **NAME:** The name of the corporation is Anesthesia Associates of Pocatello, P.A.
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSES:** This corporation may render to the public the professional services that a medical doctor duly licensed under the laws of the State of Idaho is authorized to render, together with allied professional services as defined in Idaho Code Section 30-1303(3), but such professional services shall be rendered only through officers, employees and agents who are legally authorized under Idaho law to practice the above profession. The Corporation may transact any and all lawful business to further the above corporate purpose, so long as said transaction is not prohibited by the Idaho Business Corporate Act, the Idaho Professional Service Corporate Act or the professional ethics for the above profession.
4. **SHARES AUTHORIZED:** The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares at \$1.00 par value common stock.
5. **NO PREEMPTIVE RIGHTS:** Shareholders shall have no preemptive rights.
6. **BUSINESS AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the Corporation's By-Laws, including restrictions on transfer of shares.

7. **REGISTERED AGENT AND OFFICE:** The initial registered agent is:

C. Michael Reece

and the initial registered office is:

120 N. 12th Avenue
P. O. Box 4107
Pocatello, ID 83205

8. **BOARD OF DIRECTORS:** All shareholders shall be directors and three (3) individuals shall constitute the initial Board of Directors and will serve until the first annual shareholder meeting or until a successor is elected and qualified. The directors' names and addresses are:

NAME	ADDRESS
C. Michael Reece	5680 S. Bannock Highway Pocatello, ID 83204
Philip Knox	7727 W. Katsilometes Road Pocatello, ID 83204
Patrick Farrell	3250 Heatherwood Pocatello, ID 83204

9. **INCORPORATOR:** The name and address of the incorporator is:

NAME	ADDRESS
C. Michael Reece	5680 S. Bannock Highway Pocatello, ID 83204

10. **STOCK TRANSFER RESTRICTIONS:** The transfer of stock in this Corporation shall be restricted by Idaho Code Section 30-1310; stock may not be sold or transferred or held by an individual who is not legally authorized under Idaho law to render the professional services as set forth in Article 3, except as allowed by Idaho Code Section 30-1309A upon the death or disqualification of a shareholder. The Board

of Directors may adopt in the By-Laws additional restraints on alienation so long as they are not barred by Idaho Code Section 30-1310, other provisions of the Idaho Professional Service Act, the Idaho Business Corporation Act or professional ethics.

DATED this 3rd day of June, 1996.

C. Michael Reece
C. Michael Reece, Incorporator

STATE OF IDAHO)
:SS
County of Bannock)

On this 3rd day of June, 1996, before me, the undersigned Notary Public, in and for said State, personally appeared C. Michael Reece, known 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 first written above.

Alene C. Orr
NOTARY PUBLIC-STATE OF IDAHO
My Commission Expires: 7-97

(SEAL)

LAW OFFICES
JONES, CHARTERED
415 SOUTH ARTHUR
P.O. BOX 967
POCATELLO, IDAHO 83204-0967

LAMONT JONES
JACK H. ROBISON
THOMAS J. HOLMES
JESSE C. ROBISON

TELEPHONE: (208) 232-5911
FAX: (208) 232-5962

JUN 20 3 17 PM '96
SECRETARY OF STATE
STATE OF IDAHO

June 18, 1996

Secretary of State
Corporation Division
P. O. Box 83720
Boise, Idaho 83720

RE: Anesthesia Associates of Pocatello, P. A.

Dear Clerk:

I represent Anesthesia Associates, P.A. as well as Anesthesia Associates of Pocatello, P.A., a proposed new Idaho corporation.

Anesthesia Associates gives permission to Anesthesia Associates of Pocatello, P.A. to use the name.

Please file the Articles of Incorporation and return them to me.

Sincerely,


Thomas J. Holmes