



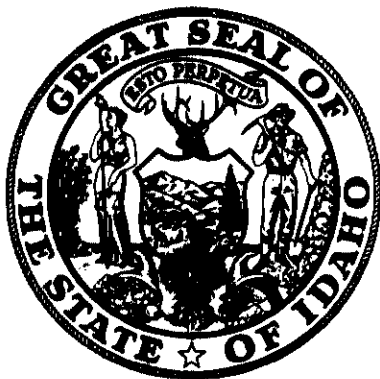
**CERTIFICATE OF INCORPORATION
OF**

MOUNTAIN STATES HEALTH CARE, 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: May 31, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Zakala*

92430

ARTICLES OF INCORPORATION
OF
MOUNTAIN STATES HEALTH CARE, P.A.

SECRETARY OF STATE
JAN 31 11 42 AM '90

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is MOUNTAIN STATES HEALTH CARE, P. A.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is for the practice of medicine and providing health care to the general public.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 10,000 with a par value of \$1.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

At each meeting of shareholders, every shareholder of record of the corporation shall be entitled to one vote for each share of stock standing in his name on the books of the corporation. Shareholders shall not be entitled to vote their shares cumulatively in the election of Directors of the corporation.

SEVENTH

The location of the initial registered office of the corporation is 2312 North Cole Road, Suite B, Boise, Idaho 83704,

and the name of its initial registered agent at such address is William P. Martin, M.D.

EIGHTH

The number of directors constituting the initial Board of Directors is five, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Glenn C. Bothwell, M.D.	2312 North Cole Road, Suite B Boise, Idaho 83704
Edward A. Draper, M.D.	2312 North Cole Road, Suite B Boise, Idaho 83704
William P. Martin, M.D.	2312 North Cole Road, Suite B Boise, Idaho 83704
John F. Rinke, M.D.	2312 North Cole Road, Suite B Boise, Idaho 83704
Douglas L. Stagg, M.D.	2312 North Cole Road, Suite B Boise, Idaho 83704

NINTH

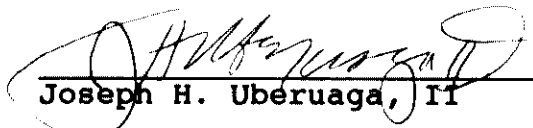
The name and address of the incorporator is as follows:

Joseph H. Uberuaga, II
Eberle, Berlin, Kading, Turnbow
& McKlveen, Chartered
300 North Sixth Street
P. O. Box 1368
Boise, Idaho 83701

TENTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of May, 1990.



Joseph H. Uberuaga, II