

ARTICLES OF MERGER

Pursuant to section 30-1-74 of the current Business Corporation Act ("Act") and section 30-1-108 of that Act, effective as of July 1, 1997, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Kaniksu Health, Inc., an Idaho corporation, into Scott French, M.D., P.A., an Idaho professional service corporation, both of which corporations are in good standing.

FIRST: The Agreement and Plan of Merger ("Plan") attached to these Articles of Merger as Exhibit A was unanimously approved by the shareholders and directors of each of the undersigned corporations, in the manner prescribed by the Act.

SECOND: The effective date of this merger is June 30, 1997.

THIRD: As to each of the undersigned corporations, the number of shares outstanding, the designation and number of outstanding shares of each class entitled to vote as a class on the Plan, and the total number of shares which voted for or against this merger, are as follows:

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SECRETARY OF STATE
STATE
67/013/1997 09:00
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ID: 38.00 MERGER 3

Kaniksu Health, Inc.

There are 10,000 shares authorized to be issued, all one class, of which 1,000 are presently issued, outstanding and held by Scott French, M.D. and Susan French, M.D., husband and wife. All outstanding shares were voted in favor of this merger.

Scott French, M.D., P.A.

There are 5,000 shares authorized to be issued, all one class, of which 100 are presently issued, outstanding and held by Scott French, M.D. and Susan French, M.D., husband and wife. All outstanding shares were voted in favor of this merger.

Dated this 12th day of June, 1997.

Kaniksu Health, Inc.

By:

Scott French
President

Susan French
Secretary

Scott French, M.D., P.A.

By:


Scott French
President

Susan French
Secretary

STATE OF IDAHO)


County of Bonner) ss

On this 17th day of June, 1997, personally appeared Scott French, M.D., and, after being sworn on his oath, did state that he is President of Kaniksu Health, Inc., an Idaho corporation, that he has read the foregoing Articles of Merger and attached Plan of Merger and knows the contents thereof to be true and correct.

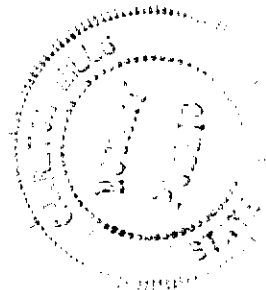


Scott French, M.D.

Sworn and subscribed to on June 17, 1997.



Notary Public for Idaho
Residing at Sandpoint



STATE OF IDAHO)

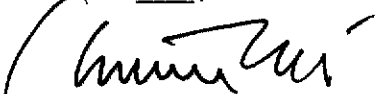
County of Bonner) ss

On this 17 day of June, 1997, personally appeared Scott French, M.D., and, after being sworn on his oath, did state that he is President of Scott French, M.D., P.A., an Idaho professional service corporation, that he has read the foregoing Articles of Merger and attached Plan of Merger and knows the contents thereof to be true and correct.



Scott French, M.D.

Sworn and subscribed to on June 17, 1997.



Notary Public for Idaho
Residing at Sandpoint

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