

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ORTHOPEDIC PERSONNEL, INC.

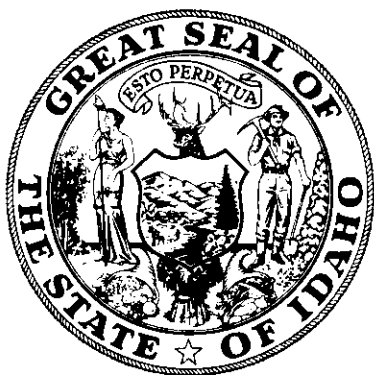
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ORTHOPEDIC PERSONNEL, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 26, 19 84



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Hiner

Corporation Clerk

ARTICLES OF INCORPORATION
(Nonprofit Corporation)

1. The name of the corporation is Orthopedic Personnel, Inc.
2. The corporation is a nonprofit corporation.
3. The period of its duration is perpetual.
4. Its purpose is to provide services and supplies to physicians and surgeons and professional associations whose shareholders are physicians and surgeons. It shall provide the following types of services and supplies:
 - a. reception, telephone answering, billing, bookkeeping, record keeping, office management, nursing, and medical assistance.
 - b. acquisition, retention in inventory, disposition of and accounting for office and medical supplies.
 - c. business and practice management.
5. The corporation shall have members. Each physician and surgeon, partnership of physician and surgeons, and each professional association whose shareholders are physicians and surgeons to which the corporation provides services or supplies (or their nominee) shall be a member. But, if a professional association or partnership is a member, its shareholders, directors, employees or partners shall not individually be entitled to membership. Each member shall be entitled to one vote. If a member ceases to obtain services and supplies from the corporation, either in breach of the agreements contained in the membership certificate or because it ceases to actively practice medicine and surgery in Idaho Falls, Idaho, the membership shall be cancelled. If the majority ownership of any partnership, corporation or other entity holding a membership in this corporation changes, the membership of that entity shall be subject to cancellation by the corporation at any time for a 6 month period following written notice to the corporation of the change of majority ownership. A former member shall remain obligated to pay any debts or assessments due the corporation for services or supplies furnished or for operating capital assessments made prior to the cancellation. At time of cancellation, the former member shall be paid total cost to the corporation of computer and medical supplies and cash or other liquid assets held by the corporation, divided by its total members, less the former members' debt or assessments due to the corporation.

6. The management and conduct of the business and affairs of the corporation shall be vested in the members in lieu of a board of directors. The members shall have the same liability for managerial acts or omissions as are imposed by the laws of the State of Idaho on directors. The powers and duties normally conferred or imposed on the board of directors by the laws of the State of Idaho shall be exercised or performed by the members. The members shall elect corporate officers at the corporation's annual meeting.
7. The address of its initial registered office is 683 North Capital, Idaho Falls, Idaho, 83402. The name of its initial registered agent at such address is Winston V. Beard.

The number of its initial members is one, whose name and address is:

Winston V. Beard 683 North Capital
Idaho Falls, Idaho 83402

8. The name and address of the sole incorporator is:

Winston V. Beard 683 North Capital
Idaho Falls, Idaho 83402

9. This corporation shall be operated as an Idaho nonprofit corporation. No part of its income shall be distributable to its members or officers. No dividend shall be paid. All services and supplies shall be charged to its members on a cost basis. Operating capital can be raised by assessments to members and can be diminished by distribution to its members. Assessments may be made only to raise operating capital or to pay for services provided or to be provided. No assessment may be made for general liabilities. Members shall be shielded from such liability under the provisions of Idaho Code section 30-308(e).
10. All of the members may agree among themselves regarding the voting of their shares and the conduct and management of the business and affairs of the corporation. The agreement may restrict or interfere with the normal discretion allowed to managing directors of a corporation. The agreement itself shall represent an exercise of those discretionary powers by the shareholders and shall be binding on the corporation and the members.

Dated this 12th day of June, 1984.

Winston V. Beard
Winston V. Beard - Incorporator

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