

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

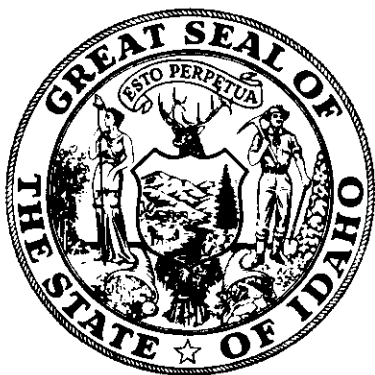
GERALD G. OVERLY, P.A.

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 _____
GERALD G. OVERLY, P.A.

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 _____ April 16, 1980.



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel E. Artisch

Corporation Clerk

APR 16 12 44 PM '80
SECRETARY OF STATE

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

GERALD G. OVERLY, P.A.

I, THE UNDERSIGNED, Being a natural person of full age, legally competent to enter into contracts, a citizen of the United States of America, do hereby voluntarily file for the purpose of forming a corporation under the laws of the State of Idaho, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Gerald G. Overly, P.A.

ARTICLE II - REGISTERED OFFICE

The location and post office address of the initial registered office of this corporation within the State of Idaho is 6046 Emerald, Boise, Idaho 83705. The registered agent shall be Gerald G. Overly.

ARTICLE III - PURPOSES

The nature, object, purpose, and power of this corporation is to engage in the professional practice of medicine and to exercise all of the powers, and do all of the acts and things permitted to professional service corporations, to the maximum extent permitted or authorized by the laws of the State of Idaho now in effect, or as the same may be hereafter amended from time to time.

ARTICLE IV - DURATION

The duration of this corporation shall be such as is allowed by Title 30, Chapter 13, Idaho Code Professional Service Corporation Act.

ARTICLE V - CAPITAL STOCK

1. The authorized capital stock of this corporation shall be TWENTY FIVE THOUSAND DOLLARS (\$25,000) divided into 25,000 shares of common stock of par value of \$1.00 each.

2. All shares shall have full voting rights and shall be equal to one another with respect to voting rights. No shareholder of this corporation shall enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of his stock in this corporation.

3. Shares of this corporation shall be entitled to receive dividends out of funds legally available for payment thereof, payable at the discretion of the Board of Directors.

4. Shareholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any securities convertible into stock of the corporation.

5. Shares of the corporation's stock shall be non-assessable.

6. No shares of common stock of this corporation may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation was incorporated.

ARTICLE VI - BOARD OF DIRECTORS

1. The number of directors to be elected at any meeting of the shareholders shall be not less than the number of shareholders of the corporation, unless there be more than three (3) shareholders. The number of directors to be elected for any ensuing year shall be determined at each annual shareholders' meeting, or any special shareholders' meeting called for that purpose, by resolution adopted by a simple majority of the shares represented at any such meeting in person and by proxy.

2. Election of directors must be by cumulative voting, and "staggered terms" whereby all directors are not elected each year, shall not be permitted.

3. A person who is not a shareholder may not serve as a director.

4. No contract or other transaction between the corporation and any other firm or corporation, whether or not an affiliate subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers or owners of, such other firm or corporation. Any directors, individually, or any firm or corporation or other business entity of which any director or officer may be a shareholder, officer, director or member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof; and any director of this corporation who is also a shareholder, owner, director, officer or member of such other firm, corporation, or entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not so connected with such other firm, corporation, or entity or were not so pecuniarily or otherwise interested.

5. The Board of Directors of this corporation is empowered and authorized to adopt, alter, amend, and repeal the By-laws of this corporation; to elect officers of the corporation; to fix the compensation of its directors and officers; to allot the capital stock of the corporation to such persons and for such consideration as the Board of Directors may from time to time determine and as may be lawful; and to do all other such things and to exercise all other powers, consistent with law and these Articles of Incorporation, as may be necessary and expedient in the course of the management and operation of this corporation, without the necessity of meetings of stockholders to approve or ratify the same, to the maximum extent permitted by the laws of the State of Idaho, as if each and every of such things and powers were expressly set forth herein.

ARTICLE VII - OFFICERS

The officers of this corporation shall be a President, a Secretary, a Treasurer, and such other officers and assistant officers as may from time to time be designated by the Board of Directors. The same person shall not be President and Secretary, but may hold other offices. The duties and authority of the officers shall be as prescribed by the Board of Directors and the Bylaws of the corporation.

ARTICLE VIII - LIABILITY OF SHAREHOLDERS

Any officer, shareholder, agent or employee of a corporation organized under this act shall remain personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering professional services on behalf of the corporation to the person for whom such professional services were being rendered. The corporation shall be liable up to the full value of its property for any negligent or wrongful acts or misconduct committed by any of its officers, shareholders, agents or employees while they are engaged on behalf of the corporation in the rendering of professional services.

ARTICLE IX - MEETINGS OF SHAREHOLDERS

The annual meeting of the shareholders of the corporation shall be at such time and place, within or without the State of Idaho, as may be provided for in the Bylaws of this corporation, or may be held in the manner provided by the corporation laws of the State of Idaho.

ARTICLE X - SALE OF CORPORATION

The Board of Directors shall not be empowered to effectuate a sale of the corporate business notwithstanding the power enumerated in Article VI, clause 5 contained herein. Any sale or transfer may be made only after the same shall have been approved at a shareholders' meeting held in accordance with the provisions in Article V of the Code of Bylaws. The sale or transfer of the corporate business must be authorized by a vote of not less than a majority of the capital stock issued and outstanding. At the shareholders' meeting the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose, unless all stockholders consent that such stock be voted. No shareholder may sell or transfer his shares in this corporation except to another individual who is eligible to be a shareholder of this corporation.

ARTICLES XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any annual or special meeting of the shareholders in the manner provided by the corporation laws of the State of Idaho.

ARTICLE XII - INCORPORATIONS

The name and address of the incorporator is:

Mark A. Ellison	7306 San Fernando Dr. Boise, Idaho 83704
-----------------	---

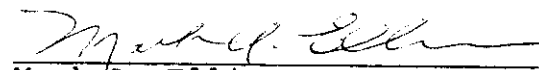
ARTICLE XIII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) directors. The names and addresses of each of the persons to serve as directors until the first annual meeting of shareholders or as otherwise provided in the Articles of Incorporation are:

Gerald G. Overly	10061 Clarkson Place Boise, Idaho 83704
------------------	--

Donna K. Overly	10061 Clarkson Place Boise, Idaho 83704
-----------------	--

IN WITNESS WHEREOF, The undersigned incorporator has set his hand this 1st day of April, 1980.



Mark A. Ellison