

**ARTICLES OF INCORPORATION
OF
PA, INC.**

FILED
Nov 21 4 18 PM '97

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as an incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following articles of incorporation for such corporation:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is PA, INC. ("Corporation").

**ARTICLE II
DURATION**

The period of duration of the corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV
CAPITALIZATION**

The corporation is authorized to issue a total of Ten Thousand (10,000) Voting Common Stock shares. Each share of Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval.

**ARTICLE V
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is one (1). The number of directors may be increased or decreased from time to time by resolution of

IDAHO SECRETARY OF STATE

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the directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified is:

Robert Korn, M.D.
999 N. Curtis Rd., Suite 415
Boise, Idaho 83706

ARTICLE VI NO PREEMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this corporation of any class or kind now or hereafter authorized.

ARTICLE VII DISTRIBUTIONS FROM CAPITAL SURPLUS

The board of directors is authorized, from time to time, to distribute to the shareholders out of the corporation's capital surplus, assets of the corporation, whether in cash or property.

ARTICLE VIII LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment

to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

**ARTICLE X
REGISTERED OFFICE AND ADDRESS**

The location of the initial registered office of the corporation is 999 N. Curtis Rd., Suite 415, Boise, Idaho 83706, and the name of its initial registered agent at such address is Robert Korn, M.D.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is as follows:

Dale G. Higer
101 S. Capitol Blvd., Suite 1900
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of November, 1997.



Dale G. Higer