



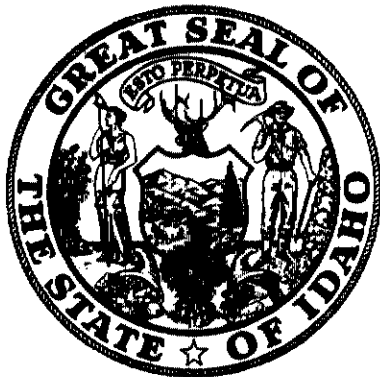
**CERTIFICATE OF INCORPORATION
OF**

IDAHO SURGICAL 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: February 26, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
IDAHO SURGICAL CARE, P.A.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Professional Service Corporation Act, Title 30, Chapter 13, Idaho Code, does hereby certify, declare, and adopt the following Articles of Incorporation:

I.

The name of the Corporation shall be IDAHO SURGICAL CARE, P.A.

II.

The nature of the business, or the object or purpose to be transacted, promoted, or carried on by the Corporation, shall be:

(1) To supply any and all professional services (and such allied professional services as may be appropriate) which may be rendered by members of the medical profession; and

(2) To transact any other lawful business for which a corporation may be incorporated under the Idaho Professional Service Corporation Act.

III.

The aggregate number of shares which the Corporation shall have the authority to issue shall be one thousand (1,000) shares of no-par value common stock. Said shares shall be of one class only.

IV.

The Corporation shall have a perpetual existence.

V.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one (1). The directors must be stockholders of the Corporation, and residents of the state of Idaho.

The name and address of the person who is to serve as the sole director until the first annual meeting of the shareholders, or until his successor is elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
KENNETH J. WELKER, M.D.	3410 Stone Creek Road Boise, Idaho 83703

VI.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever except as may be required by law.

VII.

The Corporation shall have the authority, in accordance with Idaho State law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

VIII.

Meetings of the stockholders may be held outside the state of Idaho if the Bylaws so provide. Subject to any provision contained in any statute, the books of the Corporation may be kept outside the state of Idaho at such place or places as may be designated from time to time either by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

IX.

The Corporation shall reserve the right to amend, alter, change, or repeal any provision herein contained in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein shall be granted subject to this reservation.

X.

The Name and place of residence of the incorporator is as follows:

KENNETH J. WELKER, M.D.
3410 Stone Creek Road
Boise, Idaho 83703

XI.

The registered office of this Corporation in the state of Idaho shall be at number 901 North Curtis Road (Suite 303 of the Saint Alphonsus Medical Building) in the city of Boise, state of Idaho, or at such other place within the county of Ada as the Board of Directors may hereafter determine. The name of the registered agent at such address shall be KENNETH J. WELKER.

DATED this 23 day of February, 1990.

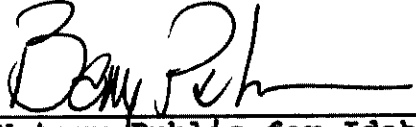


KENNETH J. WELKER, Incorporator

STATE OF IDAHO)
) ss
County of Ada)

On this 23^d day of February, 1990, before me, the undersigned Notary Public in and for the state, personally appeared Kenneth J. Welker, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho

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