



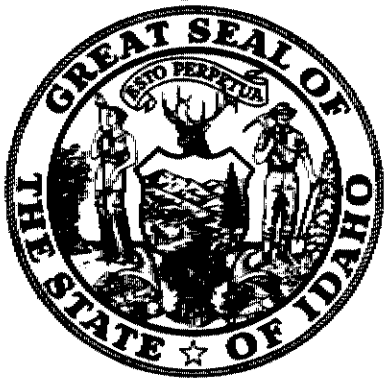
CERTIFICATE OF INCORPORATION
OF

CENTENNIAL RADIOLOGY, 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: August 24, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION
OF
CENTENNIAL RADIOLOGY, P.A.

The undersigned natural person, of majority age, hereby establishes a corporation pursuant to the laws of Idaho and adopts the following articles of incorporation.

1. NAME. The name of the corporation is Centennial Radiology, P.A.

2. DURATION. The corporation shall have perpetual existence.

3. PURPOSE AND POWERS.

3-A. Purpose. The corporation is organized for the sole and specific purpose of rendering medical professional services and allied professional services, particularly radiological, imaging and medical laboratory services to the public and investing its funds in real estate, mortgages, stocks, bonds or any other types of investments and owning real or personal property necessary for the rendering of professional services, pursuant to the Professional Service Corporation Act and the Idaho Business Corporation Act, to the extent the latter is not in conflict with the former.

3-B. Powers. In furtherance of the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon professional service corporations organized under the laws of Idaho.

4. CAPITAL.

4-A. Authorized Capital. The aggregate number of shares which the corporation shall have authority to issue is 500,000 shares of common stock each having a par value of \$1.00, which shall be fully paid and nonassessable.

4-B. Shareholder Qualifications. The corporation shall not issue any of its common stock to anyone other than a person who is duly licensed or otherwise legally authorized in the State of Idaho to render medical professional and allied professional services.

4-C. Voting Rights. Each shareholder of record shall have one vote for each share of common stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose. No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

4-D. Limitation on Transfer of Shares. No shareholder may sell or transfer shares of the corporation except to a natural person who is duly licensed or otherwise legally authorized in the State of Idaho to render medical professional and allied professional services, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specially called for such purpose by not

less than holders of one hundred percent (100%) of the outstanding stock of the corporation.

The corporation's board of directors is specifically authorized to adopt by-laws and require shareholders to enter into agreements restraining the alienation of stock and providing for its purchase or redemption by the corporation and/or by its remaining shareholders prior to sale or transfer to a non-shareholder natural person provided, however, any such provisions dealing with the purchase or redemption by the corporation of its stock may not be invoked at a time or in a manner that would impair the capital of the corporation.

5. BOARD OF DIRECTORS.

5-A. Initial Board of Directors. Seven directors shall constitute the initial board of directors, their names and addresses being as follows:

<u>NAME</u>	<u>ADDRESS</u>
Andrew J. Devlin	623 S. Main, Moscow, Idaho 83843
John R. Huberty	623 S. Main, Moscow, Idaho 83843
L. Bruce Ham	623 S. Main, Moscow, Idaho 83843
Dennis L. Peterson	623 S. Main, Moscow, Idaho 83843
Wayne L. Ruby	623 S. Main, Moscow, Idaho 83843
David D. Shupe	623 S. Main, Moscow, Idaho 83843
Francis K. Spain	623 S. Main, Moscow, Idaho 83843

Each of these directors constituting the initial board of directors is a natural person duly licensed within the State of Idaho to practice medicine.

5-B. Board of Directors. The number of directors shall be specified in the Bylaws and such number may from time to time be changed as provided in the Bylaws. Any and all directors of the corporation must be natural persons duly licensed within

the State of Idaho to render medical professional and allied professional services. In case of any increase in directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified.

6. REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the corporation is 623 S. Main, Moscow, Idaho 83843. The name of its initial registered agent at such address is L. Bruce Ham.

7. RIGHTS OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION. Any of the directors or officers of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vendor, lessor, firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily in any manner be so disqualified. No director or officer, nor any proprietorship, firm, association or corporation with which he is connected as aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of this provision to permit this corporation to buy from, sell to, or otherwise deal with proprietorships, firms, associations, or corporations of which the directors and officers of this corporation, or anyone or more of them, may be members, directors or officers, or in which they or any of them may have pecuniary interest; and the contracts of

this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even though they may be pecuniarily interested in matters considered at such meeting, and any action taken at such meeting with reference to such matters by a majority of the directors shall not be void or voidable by this corporation in the absence of fraud.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The corporation shall indemnify every person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, his heirs, executors and administrators at such person's request to the full extent provided by Idaho law, provided that this right of indemnification shall not apply to any action, suit or proceeding under the Securities Act of 1933, except for payment of expenses incurred in the successful defense of such action, suit or proceeding. The right to indemnification conferred by this provision shall not restrict the power of the corporation to make any indemnification permitted by law.

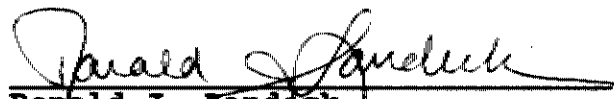
9. STOCKHOLDER AND CORPORATE LIABILITY AND PROPERTY. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent. Any officer, shareholder, agent or employee of the corporation shall remain personally and fully liable and accountable for any

negligent acts committed by such person, or by any person under such person's 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 acts 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. The shares of the corporation shall not be subject to assessment for any corporate purpose.

10. INCORPORATOR. The name and address of the incorporator is Ronald J. Landeck, 414 S. Jefferson, P.O. Box 9344, Moscow, Idaho 83843.

DATED this 20th day of August, 1987.

Incorporator:


Ronald J. Landeck