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**ARTICLES OF INCORPORATION
OF
DEB ELLIOTT-PEARSON, M.D., P.C.**

The undersigned executes the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Business Corporation Act (Chapter 30-1, Idaho Code) and the Idaho Professional Service Corporation Act (Chapter 30-13, Idaho Code).

ARTICLE I

NAME

The name of this corporation is DEB ELLIOTT-PEARSON, M.D., P.C.

ARTICLE III

PURPOSES AND LIMITATIONS

(1) This corporation is organized for the purpose of engaging in every phase and aspect of providing the business of rendering those professional services to the public that a physician duly licensed under the laws of the state of Idaho shall be authorized to render.

(2) This corporation shall provide such professional medical services only through individuals who are legally authorized to provide such services in the State of Idaho; provided that this corporation may employ clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be providing such professional services to the public.

(3) This corporation shall not engage in any business other than the providing of professional medical services for which it is incorporated; except that the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments approved by its Board of Directors and may own real or personal property necessary for providing its professional services.

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ARTICLE III

AUTHORIZED CAPITAL STOCK

This corporation is authorized to issue, in the aggregate, 10,000 shares of a single class of stock.

ARTICLE IV

PERMITTED SHAREHOLDERS; SHARE VOTING AGREEMENTS

This corporation shall not issue, and none of its shareholders may sell or transfer, any of this corporation's capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render, in the State of Idaho, the professional medical services for which this corporation has been formed. A proxy, voting trust, or other voting agreement with respect to shares of the capital stock of this corporation shall be invalid unless all holders, trustees, and beneficiaries of said agreement, or all parties to such, as the case may be, are eligible to be shareholders of this corporation.

ARTICLE V

PERMITTED OFFICERS AND DIRECTORS

Each director of this corporation, and each of its officers (other than its secretary) must be duly licensed or otherwise legally authorized to provide in the State of Idaho the specific professional services for which this corporation has been formed.

ARTICLE VI

EFFECT OF LEGAL DISQUALIFICATION OF DIRECTOR, OFFICER, SHAREHOLDER, AGENT, OR EMPLOYEE

If any director, officer, shareholder, agent, or employee of this corporation who has been providing professional services to the public becomes legally disqualified to provide, in the State of Idaho, the professional services for which this corporation was formed, such person shall sever all employment with, and financial interest in, this corporation.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify its directors and officers against all liability, damage, or expense resulting from the fact that such person is or was a director or officer, to the maximum extent and under all circumstances permitted by law; except that the corporation shall not indemnify a director or officer against liability, damage, or expense for:

(1) The amount of a financial benefit received by a director or officer to which that person is not entitled,

(2) An intentional infliction of harm on the corporation or the shareholders,

(3) A violation of section 30-1-833, Idaho Code, as amended, or

(4) An intentional violation of criminal law.

ARTICLE VIII

AMENDMENT/REPEAL

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or subsequently permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

ARTICLE IX

INITIAL DIRECTORS

The initial Board of Directors of this corporation consists of one director. The name and address of such director is as follows:

NAME	ADDRESS
Deb Elliott-Pearson, M.D.	412 Cedar Street Wallace, Idaho 83873

The initial director shall serve until the next annual meeting of shareholders or until the election and qualification of a successor. The number of directors constituting the Board of

Directors of this corporation may be increased or decreased from time to time in the manner specified in the Bylaws of this corporation.

ARTICLE X

REGISTERED OFFICE AND AGENT

A. The street address of this corporation's initial registered office is 124 Mill Road, Mullan, Idaho 83846.

B. BRIAN L. ELLIOTT-PEARSON is the corporation's initial registered agent at such office.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is as follows:

NAME	ADDRESS
Deb Elliott-Pearson, M.D.	412 Cedar Street Wallace, Idaho 83873

DATED this 9th day of November, 1998.


Deb Elliott-Pearson MD

DEB ELLIOTT-PEARSON, M.D.
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, **BRIAN L. ELLIOTT-PEARSON**, consent to serve as registered agent, in the State of Idaho, for the following corporation: DEB ELLIOTT-PEARSON, M.D., P.C. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED: November 9, 1998.



BRIAN L. ELLIOTT-PEARSON
124 Mill Road
Mullan, ID 83873

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