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SECRETARY OF STATE
STATE OF IDAHO

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SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

J. BAKER & ERICKSON, M.D.'S, P.A.,

AN IDAHO PROFESSIONAL CORPORATION, CHANGING ITS NAME TO

J. BAKER, ERICKSON & NELSON, M.D.'S, P.A.

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OF
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Pursuant to a resolution presented by the Board of Directors and unanimously adopted and approved by all officers and stockholders of J. Baker & Erickson, M.D.'s, P.A., an Idaho professional corporation duly organized under the Idaho Business Corporation Act (subsequently called the "Corporation"), on January 1, 2001, the officers and stockholders of the Corporation hereby amend all of the Corporation's articles of incorporation on file with the Secretary of State, including without limitation any prior amended and restated articles of incorporation, and hereby restate in their place the following Second Restated and Amended Articles of Incorporation for said Corporation, as allowed under Idaho Code § 30-1-1002 and 30-1-1007, and in accordance with § 30-1-1003 and § 30-1-1006:

1. Name. The name of the Corporation is currently is J. Baker & Erickson, M.D.'s, P.A., but with the filing of these Second Restated and Amended Articles of Incorporation, the name of the Corporation shall be changed to J. Baker, Erickson & Nelson, M.D.'s, P.A.

2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be three thousand (3,000), all of which shall be common voting stock.

3. Registered office and agent. The registered office of the Corporation is 3200 Channing Way, Suite A-205, Idaho Falls, Idaho, 83404, and its registered agent at that address is Ty B. Erickson.

4. Purpose. The purpose for which the Corporation is organized is to provide professional services in the practice of medicine and all other purposes allowed by the laws of the State of Idaho.

5. Stockholders. The names and addresses of the existing stockholders are Ty B. Erickson and Jeffrey B. Baker, and their address, for purposes of these Second Restated and Amended Articles of Incorporation, is 3200 Channing Way, Suite A-205, Idaho Falls, Idaho 83404. At the time when these Second Amended and Restated Articles of Incorporation were adopted and approved by the officers and stockholders of J. Baker & Erickson, M.D.'s, P.A., now J. Baker, Erickson & Nelson, M.D.'s, P.A., by resolution on January 1, 2001, two thousand five hundred (2,500) shares of no par value voting stock were entitled to vote. At such time, seven thousand five hundred (7,500) shares of no par value non-voting stock also existed. All such shares were held by Ty B. Erickson and Jeffrey B. Baker, who are both medical doctors licensed to practice. On January 1, 2001, Ty B. Erickson and Jeffrey B. Baker unanimously voted in favor of the resolution adopting and approving these Second Amended and Restated Articles of Incorporation, with none voting against such resolution.

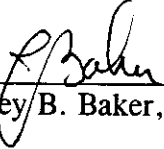
6. Preemptive Rights. The Corporation elects to have preemptive rights.

7. No Directors. Pursuant to Idaho Code § 30-1-732, the Corporation shall have no directors. Instead, the power to conduct and manage the affairs of the Corporation normally conferred or imposed upon directors by the Idaho Professional Services Corporate Act, Idaho Code §§ 30-1301 *et seq.*, and the Idaho Business Corporation Business Act, Idaho Code §§ 30-1-101 *et seq.*, shall be conferred or imposed upon the stockholders.


8. Indemnification. The Corporation shall indemnify the officers and stockholders of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

In witness whereof, we have subscribed these Second Amended and Restated Articles of Incorporation this 1st day of January, 2001.

Stockholders and Officers of J. Baker & Erickson, M.D.'s, P.A.,
now known as J. Baker, Erickson & Nelson, M.D.'s, P.A.

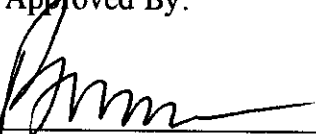


Jeffrey B. Baker, President and Stockholder



Ty B. Erickson, Vice-President, Secretary,
Treasurer and Stockholder

Also Approved By:



Barbara J. Nelson

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