



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

JOHN M. AYERS, JR., M.D., 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 _____

JOHN M. AYERS, JR., M.D., P.A.

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 September 11th, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
JOHN M. AYERS, JR., M.D., P.A.

I, the undersigned, acting as incorporator of a corporation under the Idaho Professional Service Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the Professional Service Corporation is JOHN M. AYERS, JR., M.D., P.A.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which this Professional Service Corporation is organized is to engage in the practice of medicine; to examine; to x-ray; and to operate or to prescribe for any disease, pain, injury, deformity, or physical condition affecting a human person; and for the transaction of any or all lawful business for which a Professional Service Corporation may be incorporated pursuant to the provisions of the Idaho Professional Service Corporation Act, Chapter 13, Title 30, Idaho Code, including investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or to own real or personal property necessary for the rendering of professional services.

IV.

The aggregate number of shares which the corporation shall have the authority to issue is FIVE THOUSAND (5,000) shares, all of one class, no par value.

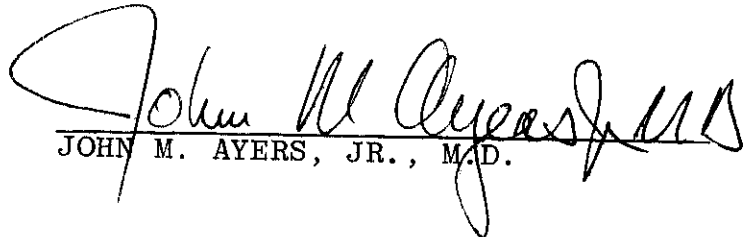
V.

The address of the initial registered office of the corporation, and the initial agent at such address, is JOHN M. AYERS, JR., M.D., 129 West 3rd Street, Moscow, Idaho 83843. Said person is duly licensed by the State of Idaho to practice medicine.

VI.

The name and post office address of the incorporator hereof, and of the person who shall serve as initial director until the first annual meeting of the stockholder is:

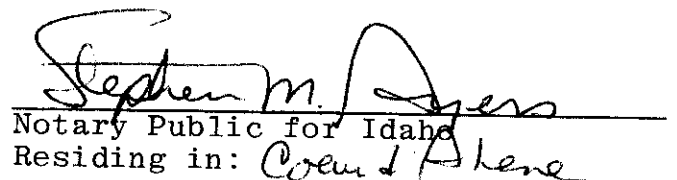
JOHN M. AYERS, JR., M.D.
129 West 3rd Street
Moscow, Idaho 83843


JOHN M. AYERS, JR., M.D.

STATE OF IDAHO)
County of Latah) ss.

On this 6th day of September, 1981, before me, the undersigned Notary Public, personally appeared JOHN M. AYERS, JR., M.D., 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 seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing in: Coeur d'Alene