

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

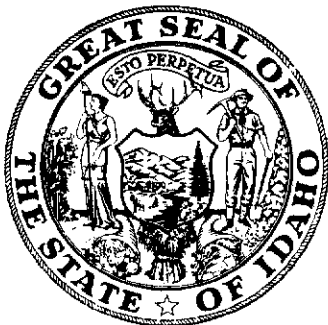
ERIC D. WALKER, M.D., P.A.

File number C 118392

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 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Olivia Hartley*

ARTICLES OF INCORPORATION
OF

Eric D. Walker, M.D., P.A.

IDAHO SECRETARY OF STATE
DATE 02/24/1997
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CK #: 5776 DIST# 13588
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The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act; Chapter 1, Title 30, Idaho Code (the "Act"), adopt(s) the following Articles of Incorporation for the Corporation .

ARTICLE I. NAME

The name of the Corporation is Eric D. Walker, M.D., P.A.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are:

(a) to transact any and all lawful business for which corporations may be incorporated under the Act, including to practice and engage in the practice of medicine in the State of Idaho; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

(b) The business activities shall be carried on only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine and give medical advise in the State of Idaho, and other such persons as are trained to assist one who is licensed to advise and consult in medical matters.

(c) Pursuant to the general purpose of the corporation, the corporation is hereby authorized and empowered to do any act or to carry on business in the State of Idaho authorized by the Professional Service Corporation Act of the State of Idaho as necessary to compliment and augment the general purposes of the Corporation.

ARTICLE IV. AUTHORIZED SHARES; RESTRICTIONS

The aggregate number of shares of capital stock that the Corporation will have authority to issue is 10,000 shares, of one class only, which will be designated as common stock. The stock shall have no par value. The Corporation shall not issue any stock or share to any person who is not licensed or otherwise legally authorized to practice medicine in the State of Idaho.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 3200 Channing Way, Idaho Falls, Idaho, 83404, and the name of its initial registered agent at that office is Eric D. Walker, M.D., P.A.

ARTICLE VI. BOARD OF DIRECTORS

The number of Directors of the Corporation will be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is (1) one and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders and until his successor has been elected and qualified is:

<u>Name</u>	<u>Address</u>
Eric D. Walker, M.D., P.A.	3200 Channing Way Idaho Falls, ID 83404

ARTICLE VII. PERSONAL LIABILITY OF DIRECTORS

The director(s) of this corporation shall have no personal liability whatsoever to the corporation, its stockholder(s), or to any person or entity claiming through it or them, for monetary damages for breach of a fiduciary duty as a director, except as follows:

- a) For any breach of the directors duty of loyalty to the corporation or its stockholders;
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c) For acts for which liability is prescribed by Idaho Code 30-1-48;
- d) For any transaction from which the director(s) derive any improper personal benefit.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator of the corporation is:

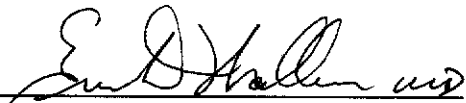
Name

Eric D. Walker, M.D., P.A.

Address

3200 Channing Way
Idaho Falls, ID 83404

Dated this 6th day of February, 1997.


Eric D. Walker, M.D.