

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

INTERMOUNTAIN NEURODIAGNOSTICS, INC.

File number C 113867

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 26, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

FEB 20 10 46 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF INTERMOUNTAIN NEURODIAGNOSTICS, INC.

IDAHO SECRETARY OF STATE
DATE 02/26/1996 0900 40386

CX #: 451 CUST# 1681

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1. Name

The name of the corporation is Intermountain Neurodiagnostics, Inc.

2. Duration

The period of its duration is perpetual.

3. Purpose

Its purpose is to make available high quality portable electroencephalograms (EEG's) to rural areas of Idaho, Montana and Wyoming and all other businesses not forbidden by law.

4. Shares

It shall have authority to issue 1000 shares, all in one class, no par value.

5. Registered Agent And Office

The address of its initial registered office is 2105 Coronado Street, Idaho Falls, Idaho 83404-7495. The name of its initial registered agent at such address is Kevin T. Sullivan.

6. No Board Of Directors

This corporation shall have no board of directors. The corporation shall be managed by its shareholders.

7. Incorporator

The name and address of the sole incorporator is:

Kevin T. Sullivan

2105 Coronado Street, Idaho Falls,
Idaho 83404-7495

8. Preemptive Rights

The holders of outstanding common shares of the corporation shall, to the extent provided by law, have preemptive rights to acquire unissued shares of the corporation, whether now or later authorized.

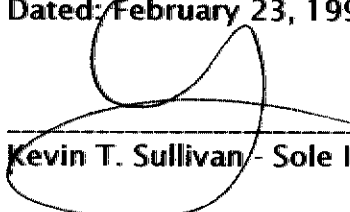
9. Transfer Restrictions

Except as otherwise provided in this section an interest in the shares of the corporation may not be voluntarily or involuntarily transferred, by operation of law or otherwise.

The prohibition in this section shall not apply to a transfer of an interest in the shares of the corporation:

- ♦ To the corporation
- ♦ Pursuant to any agreement among all of the shareholders.
- ♦ To any other shareholder.
- ♦ Approved in writing by all other shareholders.
- ♦ To any personal representative of a deceased shareholder, but this exception shall not apply to any heirs of the deceased shareholder.

Dated: February 23, 1996



Kevin T. Sullivan - Sole Incorporator