

State of Idaho

Department of State

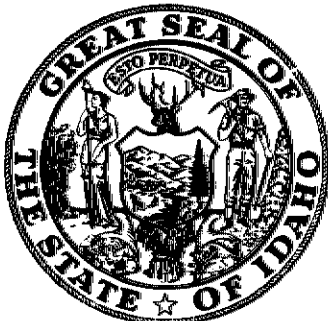
CERTIFICATE OF INCORPORATION OF

HEALTH SYSTEMS OF AMERICA, INC.
File number C 109374

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 8, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
FEB 8 11 26 AM '95
SECRETARY OF STATE

of
HEALTH SYSTEMS OF AMERICA, INC.

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CK #: 2052 CUST# 44214
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KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of this corporation is Health Systems of America, Inc.

ARTICLE II - PERIOD OF DURATION

The corporation shall have perpetual existence.

ARTICLE III - CORPORATE POWERS

The objects and purposes for which this corporation is formed are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV - AUTHORIZED SHARES

The amount of the capital stock of the corporation shall be 10,000,000 shares of common stock and each share shall have no par value. Said stock shall be and is non-assessable.

ARTICLE V - REGISTERED AGENT

The location and address of the registered office of the corporation shall be and is 737 N. 7th Street, Boise, Idaho 83702-5595. The name of its initial registered agent at such address is Gary L. Montgomery.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is six whose names and addresses are:

Robert Scoville
4525 Ginger Creek Drive
Meridian, ID 83642

Robert S. Conte
11 Charleston South
Sugarland, TX 77478

Basil Moir
6206 Overbrook Drive
Houston, TX 77027

Richard J. Salisbury
450 South 400 East
Bountiful, UT 84010

Ronald Steward
21691 Queensbury Drive
Lake Forest, CA 92630

Edwin E. Horn
16018 Lakeview
Houston, TX 77040

The above named persons shall serve as directors until the first annual meeting of shareholders or until successors be elected and qualified.

ARTICLE VII - INCORPORATORS

The name and post office address of the original incorporator is:

Robert Scoville
4525 Ginger Creek Drive
Meridian, ID 83642

ARTICLE VIII - STOCKHOLDERS' LIMITED LIABILITY

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE IX - CONFLICTS OF INTEREST

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or shareholders of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of which any director or shareholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or shareholders of the corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

ARTICLE X - FIDUCIARY DUTY

The personal liability of a director/shareholder to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director/shareholder is hereby eliminated and no director/shareholder shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director/shareholder, except that the personal liability of a director/shareholder to the corporation or its stockholders for any breach of

the directors/shareholders duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for the liability imposed by Idaho Code 30-1-48 shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for personal liability for any transaction from which the director/shareholder derived a legally improper personal benefit shall not be eliminated.

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this _____ day of January, 1995.


Robert Scoville

STATE OF IDAHO)
) ss.
County of Ada)

Robert Scoville, being first duly sworn, upon oath, deposes and says:

That he is the incorporator named in the above-entitled Articles of Incorporation; that he has read the foregoing Articles of Incorporation and knows the contents thereof and that the same are true as he verily believes.


Robert Scoville

SUBSCRIBED AND SWORN To before me this _____ day of January, 1995.

(SEAL)

Notary Public for State of Idaho
Residing at:
My Commission Expires: