

**FILED**

05 DEC 30 PM 12:36

ARTICLES OF MERGER  
OF  
NRS CORPORATION  
WITH AND INTO  
NIGHTHAWK RADIOLOGY HOLDINGS, INC.

SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the provisions of Title 30 of the General Business Corporations laws of the State of Idaho, the undersigned companies hereby execute the following articles of merger and set forth the following:

1. The companies being merged are Nighthawk Radiology Holdings, Inc., a corporation organized under the laws of the State of Delaware ("Holdings"), and NRS Corporation, a corporation organized under the laws of the State of Idaho ("NRS").
2. Holdings is the owner of 100% of the outstanding stock of NRS.
3. An Agreement and Plan of Merger (the "Merger Agreement") was (i) approved by the Board of Directors and the shareholders of NRS in accordance with the provisions of Title 30 of the General Business Corporations laws of the state of Idaho, (ii) approved by the Board of Directors of Holdings in accordance with Section 253 of the Delaware General Corporation Law and (iii) executed by each of Holdings and NRS.
4. The name of the surviving business entity shall be Nighthawk Radiology Holdings, Inc., a corporation organized under the laws of the State of Delaware.
5. The effective date and time of the merger shall be 5:00 p.m. Eastern Time on December 30, 2005.
6. The Merger Agreement is on file at the place of business of the surviving business entity at 250 Northwest Boulevard, Suite 202, Coeur d'Alene, Idaho 83814.
7. A copy of the Merger Agreement will be furnished by the surviving business entity on request and without cost to any members holding an interest in Holdings or NRS.
8. Holdings hereby acknowledges that, in accordance with Section 30-1-1107(4) of the General Business Corporations laws of the State of Idaho, as a result of the filing of these Articles of Merger, that Holdings hereby appoints the Secretary of State of the State of Idaho as its agent for service of process in a proceeding to enforce the rights of shareholders of NRS who exercise appraisal rights and further hereby agrees to pay the amount, if any, to which such shareholders are entitled under part 13 of General Business Corporations laws of the State of Idaho.

*[Remainder of Page Intentionally Blank]*

IDAHO SECRETARY OF STATE  
12/30/2005 05:00  
CK: 36233 CT: 1154 BH: 929432  
1 @ 30.00 = 30.00 MERGER # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 55971

Dated this 30<sup>th</sup> day of December, 2005.

NIGHTHAWK RADIOLOGY HOLDINGS, INC., a  
Delaware corporation

By: 

Vice President, General Counsel & Secretary

NRS CORPORATION,  
an Idaho corporation

By: 

Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
NRS CORPORATION  
WITH AND INTO  
NIGHTHAWK RADIOLOGY HOLDINGS, INC.**

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, the undersigned surviving corporation hereby executes the following Certificate of Ownership and Merger and sets forth the following:

1. The companies being merged are Nighthawk Radiology Holdings, Inc., a corporation organized under the laws of the State of Delaware ("Holdings"), and NRS Corporation, a corporation organized under the laws of the State of Idaho ("NRS").
2. Holdings owns all of the outstanding shares of stock of NRS.
3. The resolutions attached hereto as Exhibit A were approved by the Board of Directors of Holdings pursuant to a written consent dated December 28, 2005
4. An Agreement and Plan of Merger (the "Merger Agreement") was approved and executed by each of Holdings and NRS.
5. The name of the surviving business entity shall be Nighthawk Radiology Holdings, Inc.
6. The effective date and time of the merger shall be 5:00 p.m. Eastern Time on December 30, 2005.
7. The Merger Agreement is on file at the place of business of the surviving business entity at 250 Northwest Boulevard, Suite 202, Coeur d'Alene, Idaho 83814.
8. A copy of the Merger Agreement will be furnished by the surviving business entity on request and without cost to any persons holding an interest in Holdings or NRS.

*[Remainder of Page Intentionally Blank]*

IDAHO SECRETARY OF STATE  
12/30/2005 05:00  
CK: 36233 CT: 1154 BH: 929432  
1 @ 38.00 = 38.00 MERGER # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

Dated this 30<sup>th</sup> day of December, 2005.

NIGHTHAWK RADIOLOGY HOLDINGS, INC., a  
Delaware corporation

By:   
General Counsel and Secretary

*SIGNATURE PAGE TO CERTIFICATE OF MERGER OF NRS CORPORATION  
WITH AND INTO NIGHTHAWK RADIOLOGY HOLDINGS, INC.*

EXHIBIT A

Resolutions of the Board of Directors

*Merger of NRS Corporation with and into NightHawk Radiology Holdings, Inc. (the “Corporation”)*

**WHEREAS:** NRS Corporation (“NRS”) is a wholly-owned subsidiary of the Corporation.

**WHEREAS:** NRS has no operations and has, as its sole asset, 607.25 membership units of the Corporation’s wholly-owned subsidiary, NightHawk Radiology Services, LLC.

**WHEREAS:** The Board deems it to be in the best interest of the Corporation and its stockholders to merge NRS with and into the Corporation, with the Corporation being the surviving entity and the separate existence of NRS ceasing.

**WHEREAS:** Because of the reasons set forth above, the Board has determined that it is advisable and in the best interests of the Corporation and its stockholders that NRS be merged with and into the Corporation (the “Merger”) pursuant to the terms of the Agreement and Plan of Merger, substantially in the form attached hereto as Exhibit A (the “Merger Agreement”).

**NOW, THEREFORE, BE IT RESOLVED:** That the Merger is hereby approved and that the appropriate individuals are hereby authorized, directed and empowered to effect the Merger pursuant to the Merger Agreement.

**RESOLVED FURTHER:** That the appropriate individuals are hereby authorized, directed and empowered, to execute, deliver and perform the Merger Agreement for and on behalf of the Company.

**RESOLVED FURTHER:** That the appropriate individuals are hereby authorized, directed and empowered, to cause the Merger Agreement and any related certificates and other required documents to be filed with the appropriate governmental offices of the State of Delaware, the State of Idaho and any other relevant jurisdiction in accordance with applicable laws to consummate the Merger.