

State of Idaho

Department of State

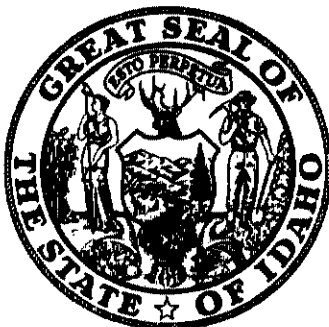
CERTIFICATE OF AUTHORITY OF

ACORDIA LOCAL GOVERNMENT BENEFITS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ACORDIA LOCAL GOVERNMENT BENEFITS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to ACORDIA LOCAL GOVERNMENT BENEFITS, INC. to transact business in this State under the name ACORDIA LOCAL GOVERNMENT BENEFITS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: April 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

APR 28 10 46 AM '93
SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Acordia Local Government Benefits, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Indiana

4. The date of its incorporation is January 31, 1989 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

9330 Priority Way West Drive, Indianapolis, Indiana 46240

6. The address to which correspondence should be addressed, if different from that in Item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street,
Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

Third Party Administrator / Insurance Agency

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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19930428 0900 70597 2
CK #: 11314 CUST# 1
CORPORATIO 10 60.00= 60.00

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9. The names and respective addresses of its directors and officers are:

Name _____

Office

Address

A list of our directors and officers is attached.

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: April 5, 1993

Acordia Local Government Benefits, Inc.

(Corporation name)

By

Thomas W. Archey (Corporate)

Vice President

Its President/Vice President (please specify)

and

Michael S. Quatt,

Secretary

Is Secretary/Assistant Secretary (please specify) _____

STATE OF Indiana)

199:

COUNTY OF Marion

I, Jennifer L. Stephens, a notary public, do hereby certify that on

this 5th day of April, 19 93, personally appeared

me Thomas W. Archer and
Michele E. Zierdt, who being by me first duly sworn, declared that (s)he

is the Vice President and Secretary of Acordia Local Government Benefits, Inc.

that (s)he signed the foregoing documents as Vice President and Secretary of the corporation and that the statements therein contained are true.

Joseph A. Stephens
Notary Public

Notary Public

Acordia Local Government Benefits, Inc.
Officers and Board of Directors
October 20, 1992

OFFICERS

R. Mark Lubbers, Chairman of the Board

Business Address: 120 Monument Circle, Indianapolis, IN 46204
Telephone Number: (317) 488-6481
Date Elected: 4/21/92

Michael B. Henning, President and C.E.O.

Business Address: 9330 Priority Way West Drive, Indianapolis, IN 46240
Telephone Number: (317) 575-5151
Date Elected: 5/8/89

Thomas W. Archer, Vice President, Sales and Marketing

Business Address: 9330 Priority Way West Drive, Indianapolis, IN 46240
Telephone Number: (317) 575-5153
Date Elected: 5/8/89

Lee M. Hauser, Vice President, Sales and Marketing, Western Division

Business Address: 9330 Priority Way West Drive, Indianapolis, IN 46240
Telephone Number: (317) 575-5155
Date Elected: 10/20/92

Lester R. Reynolds, Jr., Vice President, Operations

Business Address: 9330 Priority Way West Drive, Indianapolis, IN 46240
Telephone Number: (317) 575-5156
Date Elected: 5/8/89

Robert B. Ewald, Vice President, Finance

Business Address: 9330 Priority Way West Drive, Indianapolis, IN 46240
Telephone Number: (317) 575-5154
Date Elected: 5/8/89

Ronald J. Tarplee, Vice President, Management Information Systems

Business Address: 9330 Priority Way West Drive, Indianapolis, IN 46240
Telephone Number: (317) 575-5124
Date Elected: 10/20/92

Thomas E. Vanneman, Treasurer

Business Address: 120 Monument Circle, Indianapolis, IN 46204
Telephone Number: (317) 488-6246
Date Elected: 10/20/92

Michele E. Zierdt, Secretary

Business Address: 120 Monument Circle, Indianapolis, IN 46204
Telephone Number: (317) 488-6551
Date Elected: 7/20/92

DIRECTORS

R. Mark Lubbers

Business Address: 120 Monument Circle, Indianapolis, IN 46204
Telephone Number: (317) 488-6481
Date Elected: 4/21/92

Ben H. Park, M.D.

Business Address: 504 West Camp Street, Lebanon, IN 46052
Telephone Number: (317) 482-7005
Date Elected: 6/18/91

James T. O'Neal

Business Address: 8900 Keystone Crossing, Suite 550, Indianapolis, IN 46240
Telephone Number: (317) 844-3287
Date Elected: 8/1/91

Lewis C. Haskell

Business Address: 6251 N. Meridian Street, Indianapolis, IN 46260
Telephone Number: (317) 255-6557
Date Elected: 8/1/91

George D. Martin

Business Address: 120 Monument Circle, Indianapolis, IN 46204
Telephone Number: (317) 488-6154
Date Elected: 4/21/92

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

APR 28 10 46 AM '93
SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, JOSEPH H. HOGSETT, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

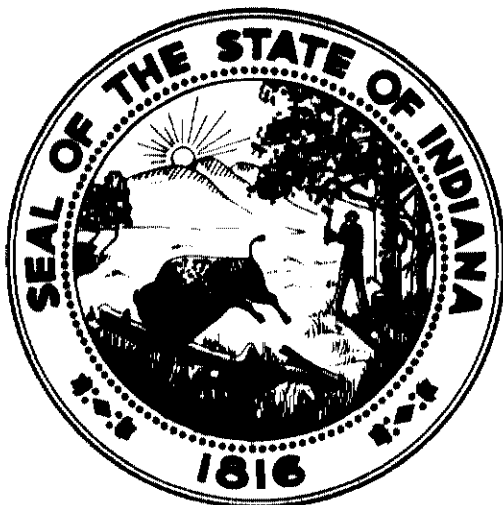
I further certify that records of this office disclose that

ACORDIA LOCAL GOVERNMENT BENEFITS, INC.

filed Articles of Incorporation on January 31, 1989, and is a corporation duly organized and existing under and by virtue of the Laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by law with the Secretary of State, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the State of Indiana.

In Witness Whereof, I have hereunto set my
hand and affixed the seal of the State of
Indiana, at the City of Indianapolis, this
First day of March, 1993



JOSEPH H. HOGSETT, Secretary of State

By

Carrie Reimer

Deputy