

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
SEDGWICK CMS VENTURES, INC.**

File Number C 145874

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 17 October 2002

Pete T. Cenarrusa
SECRETARY OF STATE



By Natalie Tenenbaum



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

10/17/2002 FILED: 49
STATE
10/17/2002

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: SEDGWICK CMS VENTURES, INC.
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: April 15, 2002
5. The address of its principal office is: c/o General Counsel
1100 Ridgeway Loop Road, Memphis, TN 38120
6. The address to which correspondence should be addressed, if different from item 5, is:
Same as Above
7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2
Boise, ID 83702, and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name

Office

Address

See attached officers/directors rider

Dated: 10/10/02

Signature: Paul J. Posey, Jr.

Typed Name: Paul J. Posey, Jr.

Capacity: Secretary

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

gc:corporations:corp:authority:profit:pm6
forms:application:corp:authority:profit:pm6
Revised 01/2001

IDaho SECRETARY OF STATE
10/17/2002 05:00
CK: 113197 CT: 66741 BH: 576568
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

OFFICERS/DIRECTORS RIDER

ID-Application for Certificate of Authority

SEDGWICK CMS VENTURES, INC.

List of Officers

Name: David A. North, Jr. **Title:** President

Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: Paul J. Posey, Jr. **Title:** Secretary

Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: James B. Wiertelak **Title:** Exec. V. Pres.

Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: Donald W. Burkett **Title:** Treasurer

Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

List of Directors

Name: David A. North, Jr. **Term:**

Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: Paul J. Posey, Jr. **Term:**

Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: James B. Wiertelak **Term:**

Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: Donald W. Burkett **Term:**

Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Delaware

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The First State

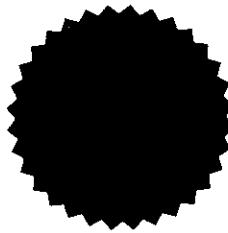
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEDGWICK CMS VENTURES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SEDGWICK CMS VENTURES, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

3514614 8300

020634868



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2034252

DATE: 10-15-02