

State of Idaho

Office of the Secretary of State

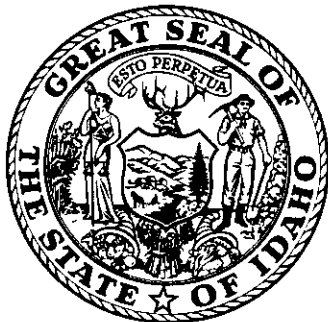
**CERTIFICATE OF AUTHORITY
OF
HUMANA PHARMACY, INC.**

File Number C 162510

I, BEN YSURSA, 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: 20 September 2005



Ben Yursa

SECRETARY OF STATE

By *Kristin Witt*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 SEP 20 PM 12:10

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

Humana Pharmacy, Inc.

2. The name which it shall use in Idaho is: Humana Pharmacy, Inc.

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: November 25, 1997

5. The address of its principal office is:

500 West Main Street, Louisville, KY 40202

6. The address to which correspondence should be addressed, if different from item 5, is:

Same as Item 5

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 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 | | |
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| | | |
| | | |
| | | |

Dated: Sept. 15, 2005

Signature: Joan O. Lenahan

Typed Name: Joan O. Lenahan

Capacity: Secretary

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
09/20/2005 05:00
CK: 36972 CT: 1154 BN: 912582
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C162510

Directors / Officers Report

Humana Pharmacy, Inc.

Directors

Michael B. McCallister Director

Primary Address: 500 West Main Street
Louisville, KY 40202

James H. Bloem Director

Primary Address: 500 West Main Street
Louisville, KY 40202

James E. Murray Director

Primary Address: 500 West Main Street
Louisville, KY 40202

Officers

Michael B. McCallister President and Chief Executive Officer

Primary Address: 500 West Main Street
Louisville, KY 40202

James H. Bloem Senior Vice President, Chief Financial Officer & Treasurer

Primary Address: 500 West Main Street
Louisville, KY 40202

Jonathan T. Lord M.D. Senior Vice President

Primary Address: 500 West Main Street
Louisville, KY 40202

George G. Bauernfeind Vice President

Primary Address: 500 West Main Street
Louisville, KY 40202

William K. Fleming Vice President

Primary Address: 500 West Main Street
Louisville, KY 40202

Kathleen Pellegrino Vice President and Assistant Secretary

Primary Address: 500 West Main Street
Louisville, KY 40202

Joan O. Lenahan Secretary

Primary Address: 500 West Main Street
Louisville, KY 40202

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HUMANA PHARMACY, 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 SIXTEENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HUMANA PHARMACY, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4161065

DATE: 09-16-05