

# State of Idaho

Office of the Secretary of State

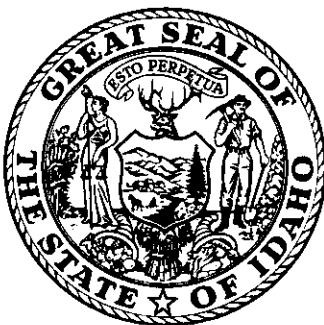
**CERTIFICATE OF AUTHORITY  
OF  
SHPS HEALTH MANAGEMENT SOLUTIONS, INC.**

File Number C 164390

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: 9 January 2006



*Ben Yursa*

SECRETARY OF STATE

By *Sheryl DeWitt*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2006 JAN 29 AM 9:36

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:

SHPS Health Management Solutions, Inc.

2. The name which it shall use in Idaho is: SHPS Health Management Solutions, Inc.

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 4/6/87

5. The address of its principal office is:

11405 Bluegrass Parkway, Louisville, KY 40299

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

7. The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, Idaho 83706

and its registered agent in Idaho at that address is: National Registered Agents, Inc.

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

Name	Office	Address
<u>David A. Nelson</u>	<u>Pres/Director</u>	<u>11405 Bluegrass Pwy, Louisville KY40299</u>
<u>Merle A. Ryland</u>	<u>VP/Director</u>	<u>11405 Bluegrass Pwy, Louisville KY 40299</u>
<u>David P. Haick</u>	<u>Sec/Director</u>	<u>11405 Bluegrass Pwy, Louisville KY 40299</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 12/21/05

Signature: David P. Haick

Typed Name: David P. Haick

Capacity: Secretary

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 06/06/2005

IDAHO SECRETARY OF STATE  
01/09/2006 05:00  
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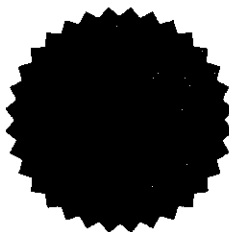
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHPS HEALTH MANAGEMENT SOLUTIONS, 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 TWELFTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHPS HEALTH MANAGEMENT SOLUTIONS, INC." WAS INCORPORATED ON THE SIXTH DAY OF APRIL, A.D. 1987.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4364039

DATE: 12-12-05