

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

METLIFE HEALTHCARE MANAGEMENT CORPORATION
File number C 106687

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of METLIFE HEALTHCARE MANAGEMENT CORPORATION 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 METLIFE HEALTHCARE MANAGEMENT CORPORATION to transact business in this State under the name METLIFE HEALTHCARE MANAGEMENT CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated: June 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sisk*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation) JUN 16 8 50 AM '94

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 METLIFE HEALTHCARE MANAGEMENT CORPORATION
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 Delaware
4. The date of its incorporation is January 24, 1985 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 Metropolitan Life Insurance Company, Christiana Executive Campus 220 Continental Drive, Suite 212, Newark, DEL 19713
6. The address to which correspondence should be addressed, if different from that in item 5. 57 GREENS FARMS ROAD, WESTPORT, Connecticut 06880
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:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(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

IDAHO SECRETARY OF STATE
19940616 0900 88842 2
CK #: 46555 CUST# 4567
CORP
1@ 140.00= 140.00

ACA593

File Two Copies along with a Certificate
of Corporate Status or Existence

Fee: \$100 if typed with no attachments

\$120 if not type or if attachments are included

(IDAHO - 2542 - 7/13/93)

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

Name	Office	Address
See attached list of directors and select officers		

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: 4/13/94

METLIFE HEALTHCARE MANAGEMENT CORPORATION

(Corporation Name)

By PAT VITACOLONNA

PAT VITACOLONNA Its President/Vice President (please specify)

and LOUIS G. RAGUSA

LOUIS G. RAGUSA Its Secretary/Assistant Secretary (please specify)

STATE OF Connecticut

COUNTY OF FAIRFIELD

I, Linda D. Seib, a notary public, do hereby certify that on this 13th day of April, 19 94, personally appeared before me PAT VITACOLONNA, who being by me first duly sworn, declared that (s)he is the President of METLIFE HEALTHCARE MANAGEMENT CORPORATION

METLIFE HEALTHCARE MANAGEMENT CORPORATION

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

Linda D. Seib

Notary Public

**Directors of
METLIFE HEALTHCARE MANAGEMENT CORPORATION**

1. John D. Moynahan, Jr., Chairman of the Board
One Madison Avenue
New York, New York 10010
2. Thomas O. Pyle
57 Greens Farms Good
Westport, Connecticut 06880
3. James P. Galasso
One Madison Avenue
New York, New York 10010
4. Ted Athanassiades
One Madison Avenue
New York, New York 10010
5. William T. Friedewald, M.D.
One Madison Avenue
New York, New York 10010
6. Stewart G. Nagler
One Madison Avenue
New York, New York 10010
7. John H. Tweedie
One Madison Avenue
New York, New York 10010

**Select Officers of
METLIFE HEALTHCARE MANAGEMENT CORPORATION**

1. Thomas O. Pyle, Chief Executive Officer
57 Greens Farms Road
Westport, Connecticut 06880
2. Pat Vitacolonna, President & Chief Operating Officer
57 Greens Farms Road
Westport, Connecticut 06880
3. Robert E. Byrne, Vice-President
57 Greens Farms Road
Westport, Connecticut 06880
4. Gary H. Lin, Treasurer & Actuary
57 Greens Farms Road
Westport, Connecticut 06880
5. Ralph E. McEldowney, III, Vice-President
57 Greens Farms Road
Westport, Connecticut 06880
6. Richard M. Blackwell, Secretary
One Madison Avenue
New York, New York 10010
7. Louis J. Ragusa, Assistant Secretary
One Madison Avenue
New York, New York 10010
8. Leo Raymond Brown, Assistant Vice-President
One Madison Avenue
New York, New York 10010
9. Steven James Brash, Assistant Vice-President
One Madison Avenue
New York, New York, 10010

State of Delaware

Office of the Secretary of State

JUN 16 6 51 AM '94
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METLIFE HEALTHCARE MANAGEMENT CORPORATION" 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 TENTH DAY OF JUNE, A.D. 1994.

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

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

*William T. Quillen*

William T. Quillen, Secretary of State

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AUTHENTICATION:

7145595

DATE:

06-10-94