

FILED
99 APR 12 PM 2:35
STATE OF IDAHO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF
99 MAR -8 PM 2:10
PRIMARY HEALTH NETWORK, INC.
SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is Primary Health Network, Inc. ("Corporation").

ARTICLE II
TYPES OF INSURANCE

The Corporation is formed as a managed care organization to offer managed care plans, including managed care plans for which a certificate of authority is required, all as defined in Title 41, Chapter 39, Idaho Code.

ARTICLE III
SHARES

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	5,000,000	\$1.00

ARTICLE IV
ASSESSMENT

The shares of the Corporation's stock are not subject to assessment.

IDAHO SECRETARY OF STATE
04/12/1999 09:00
CX: 6370 CT: 22023 DH: 206326
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ARTICLE V
DIRECTOR LIABILITY

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE VI
INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or affect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article VI. No amendment to or repeal of this Article VI shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

ARTICLE VII
EFFECTIVE DATE

The effective date of this action shall be February 18, 1999.

PRIMARY HEALTH NETWORK, INC.



By: _____

Elden R. Mitchell, President

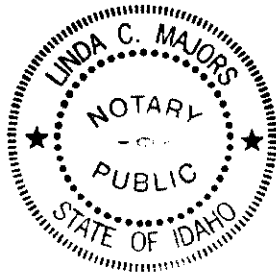
By: _____

James Jones, Secretary

VERIFICATION

State of Idaho)
) ss
County of Ada)

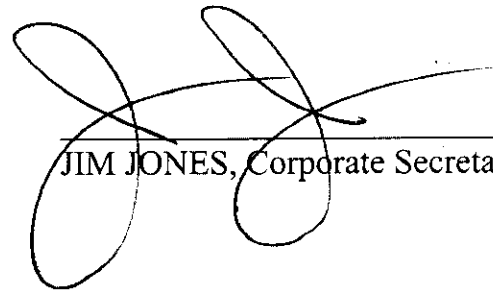
I, Linda C. Majors, a notary public in and for the State of Idaho, do hereby certify that on this 23rd day of February, 1999, personally appeared before me Elden R. Mitchell, who being by me first duly sworn, declared that he is the President of Primary Health Network, Inc. (formerly Primary Health, Inc.), that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Linda C. Majors
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires 6/13/01

CORPORATE SECRETARY'S CERTIFICATE

The undersigned, the Corporate Secretary of Primary Health Network, Inc., hereby certifies that the foregoing Amended and Restated Articles of Incorporation of Primary Health Network, Inc., were unanimously adopted by the Board of Directors and the holders of 100 shares of common stock, being all issued and outstanding stock of the corporation, at a meeting duly called and held for such purpose on February 18, 1999.



JIM JONES, Corporate Secretary

DIRK KEMPTHORNE
Governor

State of Idaho
DEPARTMENT OF INSURANCE

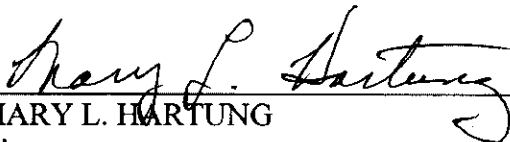
700 West State Street, 3rd Floor
P.O. Box 83720
Boise, Idaho 83720-0043
Phone (208) 334-4250
Fax (208) 334-4298

MARY L. HARTUNG
Director

APPROVAL

The within and foregoing AMENDED ARTICLES OF INCORPORATION of
PRIMARY HEALTH NETWORK, INC., having been submitted to the undersigned
pursuant to Idaho Code § 41-2827, and the form and the content of the AMENDED
ARTICLES OF INCORPORATION having been approved as conforming to law, the
undersigned does hereby execute the approval of the office of the Director of the
Department of Insurance the 2nd day of March, 1999.

IN WITNESS WHEREOF, I have hereto affixed the seal
of the Director of the Department of Insurance a Boise,
Idaho, this 2nd day of March 1999.



MARY L. HARTUNG
Director
Idaho Department of Insurance

(Approval per § 41-2827-PrimaryHealthNtwk-Art)