

# State of Idaho

## Department of State

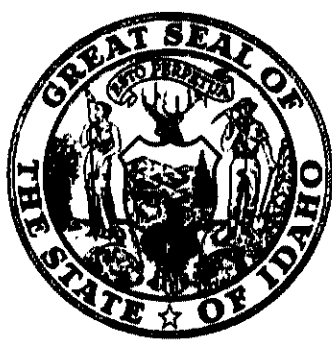
### CERTIFICATE OF AUTHORITY OF

### HEALTH TRUST OPTIONS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HEALTH TRUST OPTIONS, INC. 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 HEALTH TRUST OPTIONS, INC. to transact business in this State under the name HALTH TRUST OPTIONS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 6, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*George Hoken*

Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 HEALTH TRUST OPTIONS, INC.

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 August 19, 1991 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

1209 Orange Street, Wilmington, Delaware 19801

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

111 Massachusetts Avenue, N.W., Washington, DC 20001

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 CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To provide integrated health care cost management programs and services.

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

Name	Office	Address
<u>See attached rider</u>		

(continued on reverse)

Name

Office

Address


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: NOVEMBER 20, 1991

**HEALTH TRUST OPTIONS, INC.**

(Corporation Name)

By Robert A. Georgine  
Its President / Vice President (please specify)  
(Robert A. Georgine - Chairman & CEO)

and Joseph A. Carrillo  
Its Secretary / Assistant Secretary (please specify)  
(Joseph A. Carrillo - Asst. Secretary)

~~STATE OF~~ DISTRICT OF )  
~~COUNTY OF~~ COLUMBIA ) ss:

I, Debra Ferguson, a notary public, do hereby certify that on this 20th day of November, 19 91, personally appeared before me Robert A. Georgine, who being by me first duly sworn, declared that (s)he is the Chairman & CEO of HEALTH TRUST OPTIONS, INC.

that (s)he signed the foregoing document as Chairman & CEO of the corporation and that the statements therein contained are true.

Debra Ferguson  
Notary Public

**Officers:**

<b>Name</b>	<b>Street &amp; Number</b>	<b>City &amp; State</b>	<b>Title</b>	<b>Term Expires</b>
Robert A. Georgine	301 Valley Brook Drive	Silver Spring, MD 20904	Chairman & Chief Exec. Officer	No Term
Lester H. Nul, Sr.	431 Waterson Avenue	East Liverpool, OH 43920	Secretary-Treasurer	No Term
James W. Luca	10747 Wynthoop Drive	Great Falls, VA 22066	Executive Vice President	No Term
James R. Hibbitts	3937 Ivy Terrace Ct., NW	Washington, DC 20007	Vice President, Operations	No Term
Mark A. Maloney	13700 Hobart Drive	Silver Spring, MD 20904	Vice President, Sales	No Term
Barton W. Bracken	7212 Spruce Avenue	Takoma Park, MD 20912	Asst. Vice President, Managed Care	No Term
Frank W. Noone	5621 Habersham Way	Alexandria, VA 22301	Asst. Vice President, Sales	No Term
Joseph A. Carabillo	14 Eighth Street, NE	Washington, DC 20002	Vice Pres./Asst. Secty./Asst. Treas.	No Term

The business address of all of the above is 111 Massachusetts Avenue, NW, Washington, DC 20001.

**DIRECTORS:**

<b>Name</b>	<b>Street &amp; Number</b>	<b>City &amp; State</b>	<b>Term Expires</b>
Robert A. Georgine	301 Valley Brook Drive	Silver Spring, MD 20904	3 years
Lester H. Null, Sr.	431 Waterson Avenue	East Liverpool, OH 43920	3 years
James W. Luce	10747 Wynkoop Drive	Great Falls, VA 22066	2 years
Joseph A. Caraballo	14 Eighth Street, NE	Washington, DC 20002	1 year

The business address for all of the above is 111 Massachusetts Avenue, N.W., Washington, DC 20001.

# State of Delaware

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SEC. OF STATE  
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## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY HEALTH TRUST OPTIONS, 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 DATE SHOWN BELOW.

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

\* \* \* \* \*



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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: \*3293954  
DATE: 12/31/1991