

CERTIFICATE OF AUTHORITY
OF

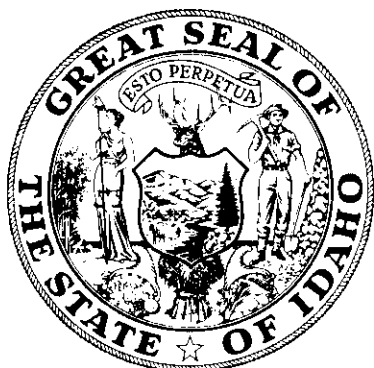
HEALTH CARE BENEFITS SERVICES, INC.

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

Dated **June 23, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 CARE BENEFITS SERVICES, INC.**

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of **Illinois**

4. The date of its incorporation is **March 5, 1979** 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 **921 Curtiss Street, Downers Grove, Illinois 60515**

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

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 proposes to pursue in the transaction of business in Idaho are:

Provide consulting, management and administrative services to the Health Care Benefit Industry.

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

Name	Office	Address
SEE ATTACHED RIDER		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100,000	Common	\$1.00

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1000	Common	\$1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 15, 19 83

HEALTH CARE BENEFITS SERVICES, INC.

By

Alan M. Stevens

Its Vice President

and

Richard D. Whit

Its Secretary

STATE OF ILLINOIS)
COUNTY OF DUPAGE) ss:

I, Sharon Zelenka, a notary public, do hereby certify that on this 15th day of June, 19 83, personally appeared before me Alan M. Stevens, who being by me first duly sworn, declared that he is the Vice President of HEALTH CARE BENEFITS SERVICES, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

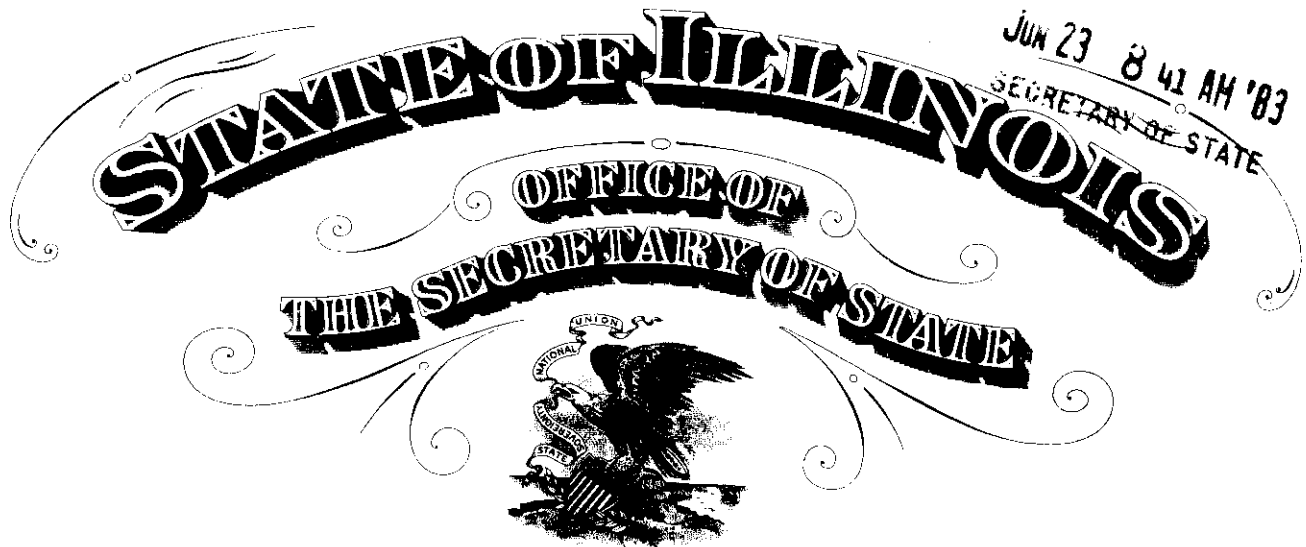
Sharon Zelenka
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

LIST OF OFFICERS AND DIRECTORS
FOR
HEALTH CARE BENEFITS SERVICES, INC.

<u>OFFICERS</u>	<u>TITLES</u>	<u>ADDRESS</u>
Charles R. Mitchell	President	921 Curtiss Street Downers Grove, IL 60515
Alan M. Stevens	Vice President	921 Curtiss Street Downers Grove, IL 60515
Richard I. West	Secretary & Treasurer	921 Curtiss Street Downers Grove, IL 60515
Charles R. Mitchell	Director	921 Curtiss Street Downers Grove, IL 60515
Alan M. Stevens	Director	921 Curtiss Street Downers Grove, IL 60515

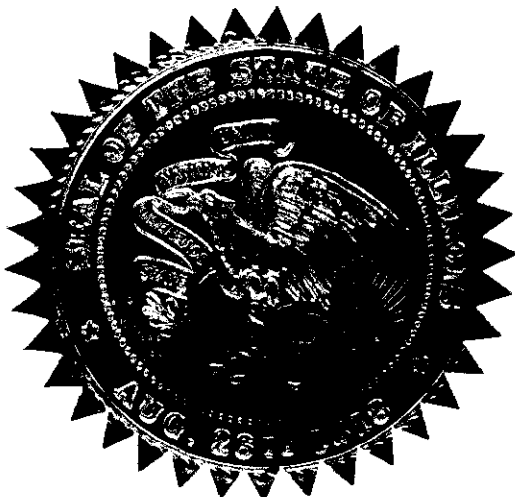
File Number 5168-353-6



To all to whom these Presents Shall Come, Greeting:

I, Jim Edgar, Secretary of State of the State of Illinois,
do hereby certify that

THE FOLLOWING AND HERETO ATTACHED IS A TRUE
COPY OF THE ARTICLES OF INCORPORATION INCLUDING THE LATEST CHANGE
OF REGISTERED AGENT AND REGISTERED OFFICE OF HEALTH CARE BENEFITS
SERVICES, INC.*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 16TH
day of JUNE *A. D., 19* 83

Jim Edgar

SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, ARTICLES OF INCORPORATION, duly signed and verified of HEALTH CARE BENEFITS SERVICES, INC. incorporated under the laws of the State of ILLINOIS have been filed in the Office of the Secretary of State as provided by The "Business Corporation Act" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I, ALAN J. DIXON, Secretary of State of the State of Illinois by virtue of the powers vested in me by law, do hereby issue this certificate and attach thereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I thereto set my hand and cause to be affixed the Great Seal of the State of Illinois.*

Done at the City of Springfield this 5th
day of March AD 19 79 and
of the Independence of the United States
the two hundred and 3rd

(SEAL)

Alan J. Dixon

FORM B C A-47

BEFORE ATTEMPTING TO EXECUTE THESE BLANKS BE SURE TO READ CAREFULLY
THE INSTRUCTIONS ON THE BACK THEREOF.

(THESE ARTICLES MUST BE FILED IN DUPLICATE)

STATE OF ILLINOIS,

COOK COUNTY

ss.

TO ALAN J. DIXON, Secretary of State

The undersigned,

(Do not write in this space)

Date Paid 3.5.77
Initial License Fee \$ 35.50
Franchise Tax \$ 35.42
Filing Fee \$ 5.00
Clerk m \$ 116.92

Name	Number	Street	Address City	State
William Ward	921	Curtiss Street	Downers Grove	IL

being one or more natural persons of the age of twenty-one years or more or a corporation, and having subscribed to shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under "The Business Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation hereby incorporated is: Health Care Benefits Services, Inc.

ARTICLE TWO

The address of its initial registered office in the State of Illinois is: 921 Curtiss Street,
Street, in the city Downers Grove (60515) County of COOK DU PAGE and
(Zip Code)
the name of its initial Registered Agent at said address is: William Ward

ARTICLE THREE

The duration of the corporation is: Perpetual

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

1. Provide consulting, management and administrative services to the Health Care Benefit Industry.
2. To buy, sell, trade or lease any and all personal property necessary or appropriate to the functioning of this corporation.
3. To invest in or carry on any necessary or proper or ancillary business or businesses.

ARTICLE FIVE

PARAGRAPH 1: The aggregate number of shares which the corporation is authorized to issue is 100,000, divided into one classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

Class	Series (If any)	Number of Shares	Par value per share or statement that shares are without par value
Common	None	100,000	\$1.00

PARAGRAPH 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

That said stock is issued pursuant to Section 1244 of the Internal Revenue Service sub-code.

ARTICLE SIX

The class and number of shares which the corporation proposes to issue without further report to the Secretary of State, and the consideration (expressed in dollars) to be received by the corporation therefor, are:

Class of shares	Number of shares	Total consideration to be received therefor:
Common	100	\$ 1,000
		\$

ARTICLE SEVEN

The corporation will not commence business until at least one thousand dollars has been received as consideration for the issuance of shares.

ARTICLE EIGHT

The number of directors to be elected at the first meeting of the shareholders is: 3

ARTICLE NINE

PARAGRAPH 1: It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be \$_____

PARAGRAPH 2: It is estimated that the value of the property to be located within the State of Illinois during the following year will be \$_____

PARAGRAPH 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$_____

PARAGRAPH 4: It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be \$_____

NOTE: If all the property of the corporation is to be located in this State and all of its business is to be transacted at or from places of business in this State, or if the incorporators elect to pay the initial franchise tax on the basis of its entire stated capital and paid-in surplus, then the information called for in Article Nine need not be stated.

William M. Ward

William M. Ward

Incorporators

NOTE: There may be one or more incorporators. Each incorporator shall be either a corporation, domestic or foreign, or a natural person of the age of twenty-one years or more. If a corporation acts as incorporator, the name of the corporation and state of incorporation shall be shown and the execution must be by its President or Vice-President and verified by him, and the corporate seal shall be affixed and attested by its Secretary or an Assistant Secretary.

OATH AND ACKNOWLEDGMENT

STATE OF ILLINOIS

COOK

County

ss.

I, *Marcella A. Khanna*, A Notary Public, do hereby certify that on the 12th day of February 1979

William M. Ward

personally appeared before me and being first duly sworn by me acknowledged the signing of the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Place
(NOTARIAL SEAL)
Here

Marcella A. Khanna
Notary Public

My Commission Expires August 8, 1979

ARTICLES OF INCORPORATION

The following fees are required to be paid at the time of issuing Certificate of Incorporation: Filing fee \$75.00; Initial license fee of 50¢ per \$1,000.00 or 1/20th of 1% of the amount of stated capital and paid-in surplus the corporation proposes to issue without further report (Article Six); Initial franchise tax of 1/10th of 1% of the issued, as above noted. However, the minimum initial franchise tax is \$25.00 and varies monthly on \$25,000, or less, as follows: January, \$37.50; February, \$35.42; March, \$33.33; April, \$31.25; May, \$29.17; June, \$27.08; July, \$25.00; August, \$22.92; September, \$20.83; October, \$18.75; November, \$16.67; December, \$14.58; (See Sec. 133 BCA).

In excess of \$25,000, the franchise tax per \$1,000.00 is as follows: Jan., \$1.50; Feb., 1.4167; March, 1.3334; April, 1.25; May, 1.1667; June, 1.0834; July, 1.00; Aug., .9167; Sept., .8334; Oct., .75; Nov., .6667; Dec., .5834.

All shares issued in excess of the amount mentioned in article Six of this application must be reported within 60 days from date of issuance thereof, and franchise tax and license fee paid thereon; otherwise, the corporation is subject to a penalty of 1% for each month on the amount until reported and subject to a fine of not to exceed \$500.00.

The same fees are required for a subsequent issue of shares except the filing fee is \$1.00 instead of \$75.00.

FILED

MAR - 5 1979

Marcella A. Khanna

18359-50M-8-78) 10

FOR 1983

ANNUAL REPORT
Secretary of State of IllinoisFILE NO. D 5168-353-6
2.) FOR CHANGES ONLY

Annual Report Fee \$15.00
+ Item #2 Change 5.00
Total \$ 20.00

FILED

FEB 28 1983

Charles R. Mitchell
Registered Agent
1220 Kensington Road
Registered Office-Street Address
Oakbrook, Illinois 60521
City, County, IL Zip Code

- 1.) HEALTH CARE BENEFITS SERVICES, INC.
% CHARLES R MITCHELL 0504821-1 of State
921-GURT-SS 1220 Kensington Road
DOWNERS-GROVE-ILLINOIS-60515 Oakbrook, Illinois 60521

DU PAGE

- 3.) Federal Employers Identification Number (FEIN) 3 6 3 0 1 3 5 1 9 *
State of incorporation IL ; date of incorporation 03/05/1979 ;
period of duration PERPETUAL ; and if a foreign corporation; the
address of the principal office in the State of incorporation is

- 4.) The names and addresses of the officers and directors are: (If officers are directors, so state.)

NAME	OFFICE	NUMBER & STREET	CITY	STATE	ZIP
Charles R. Mitchell	President & Director	1220 Kensington Road	Oakbrook	Illinois	60521
Richard I. West	(Secretary & Treasurer	1220 Kensington Road	Oakbrook	Illinois	60521
Alan M. Stevens	V.P. & Director	1220 Kensington Road	Oakbrook	Illinois	60521
Edward K. Halstead	V.P. & Director	1220 Kensington Road	Oakbrook	Illinois	60521

- 5.) The type of business actually conducted in Illinois is: Health Care Consulting

- 6.) Number of shares authorized and issued (as of December 31st)

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
COMMON	NONE	\$1.00	100,000	1,000

- 7.) The amount of stated capital and paid-in surplus as of December 31st is:

STATED CAPITAL	\$	1,000.00
PAID-IN SURPLUS	\$	NONE
Total	\$	1,000.00

(Please complete reverse side of this report)

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered agent and/or office, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

By Charles R. Mitchell President 2-28-83
(Any Authorized Officer's Signature) (Title) (Date)

Attest Richard I. West Secretary 2-28-83
(Secretary's or ass't. Secretary's Signature required only if changes listed in 2) (Title) (Date)

THIS REPORT MUST BE STORED

DO NOT DETACH