

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
AIG MANAGED CARE, INC.**

File Number C 134438

I PETE T. CENARRUSA, 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: June 23, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie C. Roe*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED/EFFECTIVE

JUN 23 2 15 PM '00

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is AIG MANAGED CARE, INC.
- The name which it shall use in Idaho is AIG MANAGED CARE, INC.
- It is incorporated under the laws of DELAWARE
- Its date of incorporation is 09/01/1994
- The address of its principal office is 70 PINE STREET. MEW YORK, NY 10270
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is 1401 Shoreline Drive, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: JUNE 1, 2000

AIG MANAGED CARE, INC.

(Corporation name)

By Elizabeth M. Tuck
ELIZABETH M. TUCK

Its SECRETARY

(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

Secretary of State use only
IDAHO SECRETARY OF STATE

06/23/2000 09:00
CK: 21657 CT: 47921 BH: 328824

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

gucciforms/ACA.pmf Revised 7/97

C134438

Directors, Officers Report

AIG Managed Care, Inc.

DIRECTORS

Anthony J. Galioto **Director**
Primary Address: AIG Claim Services, Inc.
70 Pine Street
New York, New York 10270 United States

Maurice Raymond Greenberg **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Harold Saul Jacobowitz **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Edward Easton Matthews **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Ernest Theodore Patrikis **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Robert Michael Sandler **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Howard Ian Smith **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Thomas Ralph Tizzio **Director**
Primary Address: 175 Water Street
Floor 30
New York, NY 10038 USA

OFFICERS

Robert Michael Sandler **Chairman of the Board of Directors**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Anthony J. Galioto **President**
Primary Address: AIG Claim Services, Inc.
70 Pine Street
New York, New York 10270 United States

Terri D. Austin	Senior Vice President
Primary Address:	AIG Claim Services, Inc. 70 Pine Street New York, New York 10270 United States

Carol Ann McFate	Treasurer
Primary Address:	American International Group, Inc. 70 Pine Street New York, New York 10270 United States

Elizabeth Margaret Tuck	Secretary
Primary Address:	American International Group, Inc. 70 Pine Street New York, New York 10270 United States

Terri D. Austin	General Counsel
Primary Address:	AIG Claim Services, Inc. 70 Pine Street New York, New York 10270 United States

JUN 23 2 15 PM '00
SECRETARY OF STATE
STATE OF DELAWARE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIG MANAGED CARE, 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 TWENTIETH DAY OF JUNE, A.D. 2000.

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0507786

DATE: 06-20-00