

State of Idaho

Department of State

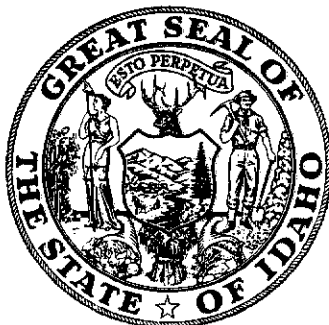
AMENDED CERTIFICATE OF AUTHORITY OF

USA HEALTHNET, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of USA HEALTHNET, INC. for an Amended 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 Amended Certificate of Authority to USA HEALTH NETWORK COMPANY, INC. OF ARIZONA to transact business in this State under the name USA HEALTH NETWORK COMPANY, INC. OF ARIZONA and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: February 18, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shery Deines*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

FEB 18 10 04 AM '94
 SECRETARY OF STATE

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, *Idaho Code*, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on May 15, 19 87, authorizing it to transact business in the State of Idaho under the name of USA HEALTHNET, INC.
2. Its corporate name has been changed to USA HEALTH NETWORK COMPANY, INC. OF ARIZONA
 (Note: If the corporation name has not been changed, insert "No change.")
3. The name which it shall use hereafter in the State of Idaho is USA HEALTH NETWORK COMPANY, INC. OF ARIZONA
4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:
NO CHANGE
 (Note: If no additional purposes are proposed, insert "No change.")

Dated February 3 1994

USA HEALTH NETWORK COMPANY, INC. OF ARIZONA
 (Corporation Name)

By Larry K. Hinson
 Its President/Vice President (please specify)
 Larry K. Hinson

And Wendy Sara
 Its Secretary/Assistant Secretary (please specify)
 Wendy Sara

STATE OF Arizona)
) ss:
 COUNTY OF Maricopa)

I, Sue A. Fulton, a notary public, do hereby certify that on this 3 day of February, 19 94, personally appeared before me Larry K. Hinson, who being by me first duly sworn, declared that (s)he is the President of USA HEALTH NETWORK COMPANY, INC. OF ARIZONA

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



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 8970 CUST# 22006
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Notary Public
 Submit application and filing fee to:
 Office of the Secretary of State
 Division of Corporations
 Statehouse, Room 203
 Boise, Idaho 83720

Secretary of State use only
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State of Arizona

FEB 18 10 04 AM '94
SECRETARY OF STATE



OFFICE OF THE CORPORATION COMMISSION

I, JAMES MATTHEWS, EXECUTIVE SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY that the records in this office show USA HEALTHNET, INC. was Incorporated on the 24th Day of February, 1986.

I FURTHER CERTIFY that USA HEALTHNET, INC. changed the Name of their corporation to USA HEALTH NETWORK COMPANY, INC. OF ARIZONA on the 24th Day of January, 1994, as provided by law.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this

11th day of February,

19 94, A.D.

James Matthews

Executive Secretary

By *[Signature]*



FEB 18 10 04 AM '94
SECRETARY OF STATE

February 17, 1994

To Whom It May Concern:

USA Health Network Company, Inc. authorizes USA Healthnet, Inc. to change its name to USA Health Network Company, Inc. of Arizona.

Please feel free to contact met at 800/872-0020 if you wish to further discuss.

Sincerely,

Wendy Safa
Wendy Safa
Corporate Secretary