

FILED EFFECTIVE

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ARTICLES OF MERGER

SECRETARY OF STATE
STATE OF IDAHO

OF

LIGHTHOUSE DEVELOPMENTAL AGENCY, INC.

INTO

INDEPENDENT PROVIDERS AGENCY, INC.

AND

AMENDMENT OF THE ARTICLES OF INDEPENDENT PROVIDERS AGENCY, INC.

Pursuant to the provisions of Sections 30-1-1105 and 30-1-1006 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger and Amendment for the purposes of merging them into one of such corporations:

FIRST: The following Plan of Merger was adopted:

1. LIGHTHOUSE DEVELOPMENTAL AGENCY, INC. shall be merged with and into INDEPENDENT PROVIDERS AGENCY, INC. and the separate existence of LIGHTHOUSE DEVELOPMENTAL AGENCY, INC. shall cease; both corporations shall become a single corporation named INDEPENDENT PROVIDERS AGENCY, INC., an Idaho corporation, which shall be the surviving corporation.

2. The Articles of Incorporation and By-Laws of INDEPENDENT PROVIDERS AGENCY, INC. shall continue to be the Articles of Incorporation and By-Laws of the surviving corporation

except the Articles of Incorporation of INDEPENDENT PROVIDERS AGENCY, INC. are amended to authorize 1,000 shares of common stock.

3. Each share of LIGHTHOUSE DEVELOPMENTAL AGENCY, INC.'S common stock which is issued and outstanding immediately prior to the effective date of the merger shall be exchanged for shares in INDEPENDENT PROVIDER'S AGENCY, INC. as follows:

- A. Forty shares shall be converted to a .515 fraction share of INDEPENDENT PROVIDERS AGENCY, INC.
- B. Thirty shares shall be converted to a .387 fractional share of INDEPENDENT PROVIDERS AGENCY INC.
- C. Twenty shares shall be converted to a .257 fractional share of INDEPENDENT PROVIDERS AGENCY INC.

SECOND: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan and Amendment of Articles of the Surviving Corporation, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
INDEPENDENT PROVIDERS AGENCY, INC.	14	Common	14
LIGHTHOUSE DEVELOPMENTAL AGENCY, INC.	550	Common	550

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan and Amendment of Articles of the Surviving Corporation, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan and Amendment of Articles of the Surviving Corporation, respectively, are as follows:

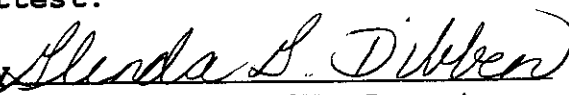
<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Vote For</u>	<u>Total Voted Against</u>	<u>Entitled to vote as Class Class</u>	<u>Voted For</u>	<u>Voted Against</u>
INDEPENDENT PROVIDERS AGENCY, INC.	11	3	Common	11	3
LIGHTHOUSE DEVELOPMENTAL AGENCY, INC.	430	120	Common	430	120

DATED this 12th day of December, 2002.

LIGHTHOUSE DEVELOPMENTAL
AGENCY, INC.

By 
LAVONNA KRAFT, President

Attest:

By 
GLENDA GIBBON, Secretary
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INDEPENDENT PROVIDER'S
AGENCY, INC.

By *Lonnie Wages*
LONNIE WAGES, President

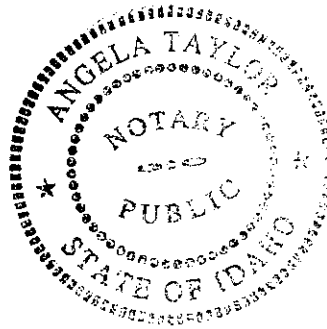
Attest:

By *Lorna Frazier*
LORNA FRAZIER, Secretary

STATE OF IDAHO)
) ss.
County of ~~Canyon~~)
 ADA

I, the undersigned, a notary public, do hereby certify that on this 10th day of December, 2002, personally appeared before me, LAVONNA KRAFT and GLENDA GIBBON, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of LIGHTHOUSE DEVELOPMENTAL AGENCY, INC., and that they signed the foregoing document as President and Secretary of the corporation, and that the statements herein contained are true.

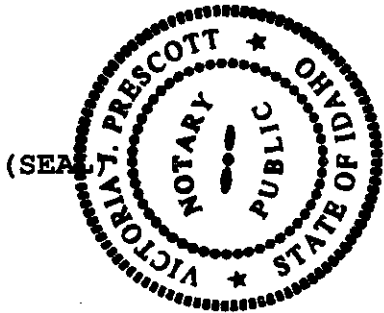
(SEAL)



Angela Taylor
Notary Public for Idaho
Residing at Meridian, Idaho
Exp 8-27-04

STATE OF IDAHO)
) ss.
County of Canyon)

I, the undersigned, a notary public, do hereby certify that on this 10th day of December, 2002, personally appeared before me, Lonnie Wages and Lorna Frazier, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of INDEPENDENT PROVIDER'S AGENCY, INC., and that they signed the foregoing document as President and Secretary of the corporation, and that the statements herein contained are true.



V. Prescott
Notary Public for Idaho
Residing at Nampa Idaho