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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

BPA HEALTH, INC.

1. Name. The name of the corporation is BPA Health, Inc. (the "Corporation").

2. Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be fifty thousand (50,000), all of which shall be common voting stock with \$1.00 par value. When issued, shares shall be fully paid and not subject to assessment.

3. Registered Office and Agent. The registered office of the Corporation is 1501 Tyrell Lane, Boise, Idaho 83706 and its registered agent at that address is D. Whitman Jones.

4. Purpose. The Corporation is organized to transact the business of disability insurance as a limited managed care plan, and such business activity reasonably and necessarily incidental to such insurance business.

5. Board of Directors. The Corporation's board of directors shall consist of no fewer than five (5) and no more than fifteen (15) directors, which number shall be fixed as provided in the Corporation's bylaws.

6. Incorporator. The names and addresses of the seven (7) individuals, all of whom are citizens of Idaho, serving as the Corporation's incorporators are as follows:

D. Whitman Jones
300 E. Mallard Dr., Suite 350
Boise, Idaho 83706

Paula H. Jones
300 E. Mallard Dr., Suite 350
Boise, Idaho 83706

Judson B. Montgomery
P.O. Box 2720
Boise, Idaho 83701-2720

Sarah J. Woodley
300 E. Mallard Dr., Suite 350
Boise, Idaho 83706

C139053

Henry J. Woodley
300 E. Mallard Dr., Suite 350
Boise, Idaho 83706

Eric M. Jones
300 E. Mallard Dr., Suite 350
Boise, Idaho 83706

Mary J. Ford
300 E. Mallard Dr., Suite 350
Boise, Idaho 83706

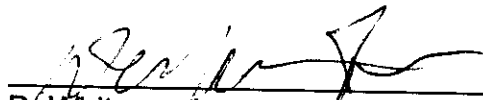
7. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes.


8. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).

9. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) an intentional violation of criminal law; or (iv) an unlawful distribution.

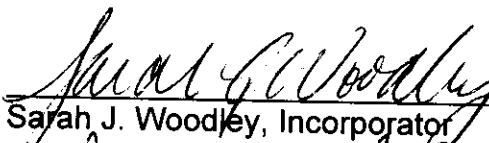
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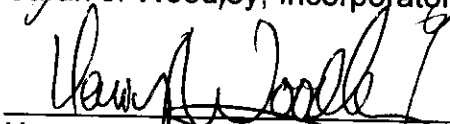
In witness whereof, the undersigned have subscribed these Articles of Incorporation effective this 1st day of March, 2001.


D. Whitman Jones, Incorporator


Paula H. Jones, Incorporator


Judson B. Montgomery, Incorporator


Sarah J. Woodley, Incorporator


Henry J. Woodley, Incorporator


Eric M. Jones, Incorporator


Mary J. Ford, Incorporator

DIRK KEMPTHORNE
Governor

State of Idaho
DEPARTMENT OF INSURANCE

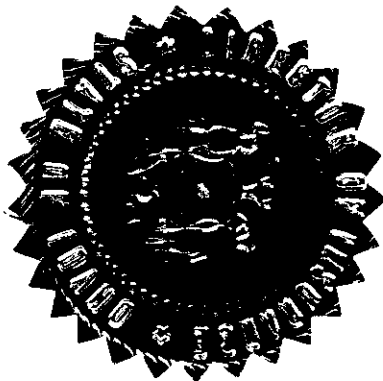
700 West State Street, 3rd Floor
P.O. Box 83720
Boise, Idaho 83720-0043
Phone (208) 334-4250
Fax (208) 334-4298

MARY L. HARTUNG
Director

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SECRETARY OF STATE
STATE OF IDAHO

APPROVAL

The within and foregoing ARTICLES OF INCORPORATION of BPA Health, Inc., having been submitted to the undersigned pursuant to Idaho Code § 41-2827, and the form and the content of the ARTICLES OF INCORPORATION having been approved as conforming to law, the undersigned does hereby execute the approval of the office of the Director of the Department of Insurance this 1st day of May 2001.



IN WITNESS WHEREOF, I have hereto affixed the seal
of the Director of the Department of Insurance at Boise,
Idaho, this 1st day of May 2001.

A handwritten signature in cursive script, reading "Mary L. Hartung", is written over a horizontal line.

MARY L. HARTUNG
Director
Idaho Department of Insurance