

81605

State of Idaho

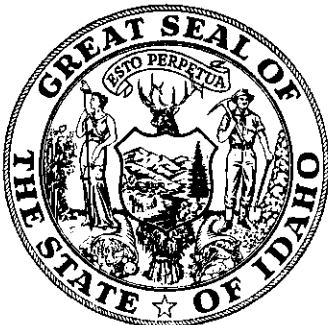
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of FIRST HEALTH STRATEGIES OF IDAHO, INC. into FIRST HEALTH STRATEGIES OF UTAH, INC., 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: November 24, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Reine*

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO
FIRST HEALTH STRATEGIES OF UTAH, INC.

Nov 24 1 02 PM '93
SECRETARY OF STATE

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Organization</u>
FH FIRST HEALTH STRATEGIES OF CALIFORNIA, INC.	California
FIRST HEALTH STRATEGIES OF ARIZONA, INC.	Arizona
FIRST HEALTH STRATEGIES OF COLORADO, INC.	Colorado
FIRST HEALTH STRATEGIES OF GEORGIA, INC.	Georgia
FIRST HEALTH STRATEGIES OF IDAHO, INC.	Idaho
FIRST HEALTH STRATEGIES OF MARYLAND, INC.	Maryland
FIRST HEALTH STRATEGIES OF MINNESOTA, INC.	Minnesota
FIRST HEALTH STRATEGIES OF MISSOURI, INC.	Missouri
FIRST HEALTH STRATEGIES OF UTAH, INC.	Utah
FIRST HEALTH STRATEGIES OF WISCONSIN, INC.	Wisconsin

SECOND: The laws of the state under which each of such foreign corporations is organized permit such merger.

THIRD: The name of the surviving corporation is FIRST HEALTH STRATEGIES OF UTAH, INC. and it is to be governed by the laws of the State of Utah.

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
FH FIRST HEALTH STRATEGIES OF CALIFORNIA, INC.	200	0
FIRST HEALTH STRATEGIES OF ARIZONA, INC.	200	0
FIRST HEALTH STRATEGIES OF COLORADO, INC.	200	0
FIRST HEALTH STRATEGIES OF GEORGIA, INC.	200	0
FIRST HEALTH STRATEGIES OF IDAHO, INC.	200	0
FIRST HEALTH STRATEGIES OF MARYLAND, INC.	200	0
FIRST HEALTH STRATEGIES OF MINNESOTA, INC.	200	0
FIRST HEALTH STRATEGIES OF MISSOURI, INC.	200	0
FIRST HEALTH STRATEGIES OF UTAH, INC.	200	0
FIRST HEALTH STRATEGIES OF WISCONSIN, INC.	200	0

SEVENTH: The surviving corporation hereby: (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the undersigned Idaho corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such Idaho corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such Idaho corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

EIGHTH: The merger shall be effective at 11:59 p.m. Eastern Time on November 30, 1993.

FOURTH: The Plan of Merger attached hereto as Exhibit A was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by each of the undersigned foreign corporations in the manner prescribed by the laws of the state under which it is organized.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
FH FIRST HEALTH STRATEGIES OF CALIFORNIA, INC.	200
FIRST HEALTH STRATEGIES OF ARIZONA, INC.	200
FIRST HEALTH STRATEGIES OF COLORADO, INC.	200
FIRST HEALTH STRATEGIES OF GEORGIA, INC.	200
FIRST HEALTH STRATEGIES OF IDAHO, INC.	200
FIRST HEALTH STRATEGIES OF MARYLAND, INC.	200
FIRST HEALTH STRATEGIES OF MINNESOTA, INC.	200
FIRST HEALTH STRATEGIES OF MISSOURI, INC.	200
FIRST HEALTH STRATEGIES OF UTAH, INC.	200
FIRST HEALTH STRATEGIES OF WISCONSIN, INC.	200

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against the Plan of Merger, respectively, are as follows:

Dated: November 19, 1993.

(CORPORATE SEAL)

FH FIRST HEALTH STRATEGIES OF
CALIFORNIA, INC.

(CORPORATE SEAL)

FIRST HEALTH STRATEGIES OF ARIZONA, INC.

(CORPORATE SEAL)

FIRST HEALTH STRATEGIES OF COLORADO,
INC.

(CORPORATE SEAL)

FIRST HEALTH STRATEGIES OF GEORGIA, INC.

(CORPORATE SEAL)

FIRST HEALTH STRATEGIES OF IDAHO, INC.

(CORPORATE SEAL)

FIRST HEALTH STRATEGIES OF MARYLAND,
INC.

(CORPORATE SEAL)

FIRST HEALTH STRATEGIES OF MINNESOTA,
INC.

(CORPORATE SEAL)

FIRST HEALTH STRATEGIES OF MISSOURI,
INC.

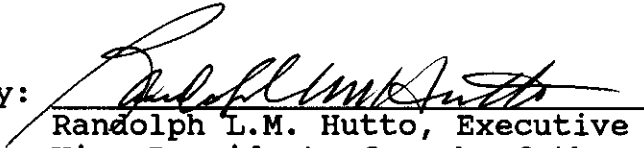
(CORPORATE SEAL)

FIRST HEALTH STRATEGIES OF UTAH, INC.

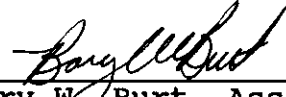
(CORPORATE SEAL)

FIRST HEALTH STRATEGIES OF WISCONSIN,
INC.

By:


Randolph L.M. Hutto, Executive
Vice President of each of the
foregoing corporations

By:


Barry W. Burt, Assistant
Secretary of each of the
foregoing corporations

ARTICLES OF MERGER - Continued

STATE OF GEORGIA)
)
COUNTY OF DEKALB)

I, Deborah L. Walker, a notary public, do hereby certify that on this 19th day of November, 1993, personally appeared before me Randolph L.M. Hutto, who, being by me first duly sworn, declared that he is the Executive Vice President of each of FH FIRST HEALTH STRATEGIES OF CALIFORNIA, INC., FIRST HEALTH STRATEGIES OF ARIZONA, INC., FIRST HEALTH STRATEGIES OF COLORADO, INC., FIRST HEALTH STRATEGIES OF GEORGIA, INC., FIRST HEALTH STRATEGIES OF IDAHO, INC., FIRST HEALTH STRATEGIES OF MARYLAND, INC., FIRST HEALTH STRATEGIES OF MINNESOTA, INC., FIRST HEALTH STRATEGIES OF MISSOURI, INC., FIRST HEALTH STRATEGIES OF UTAH, INC. and FIRST HEALTH STRATEGIES OF WISCONSIN, INC., that he signed the foregoing document as Executive Vice President of each such corporation, and that the statements therein contained are true.

Deborah L. Walker
Notary Public

(Notarial Seal)

My Commission Expires: My Commission Expires July 9, 1996
Notary Public, Fayette County, Georgia

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS IS A PLAN AND AGREEMENT OF MERGER (this "Plan") by and between FH FIRST HEALTH STRATEGIES OF CALIFORNIA, INC., a California corporation, FIRST HEALTH STRATEGIES OF ARIZONA, INC., an Arizona corporation, FIRST HEALTH STRATEGIES OF COLORADO, INC., a Colorado corporation, FIRST HEALTH STRATEGIES OF GEORGIA, INC., a Georgia corporation, FIRST HEALTH STRATEGIES OF IDAHO, INC., an Idaho corporation, FIRST HEALTH STRATEGIES OF MARYLAND, INC., a Maryland corporation, FIRST HEALTH STRATEGIES OF MINNESOTA, INC., a Minnesota corporation, FIRST HEALTH STRATEGIES OF MISSOURI, INC., a Missouri corporation, and FIRST HEALTH STRATEGIES OF WISCONSIN, INC., a Wisconsin corporation (individually a "Merging Corporation and collectively the "Merging Corporations"), and FIRST HEALTH STRATEGIES OF UTAH, INC., a Utah corporation (the "Utah Corporation" or the "Surviving Corporation"). The Merging Corporations and the Surviving Corporation are collectively referred to as the "Constituent Corporations").

BACKGROUND STATEMENT

FIRST HEALTH STRATEGIES, INC., a corporation existing under the laws of the State of Delaware, owns one hundred percent (100%) of the issued and outstanding stock of the Surviving Corporation and each of the Merging Corporations. The Board of Directors of each of the Constituent Corporations has determined that it is in the best interests of such corporation and its sole shareholder that the Merging Corporations merge with and into the Surviving Corporation. FIRST HEALTH STRATEGIES, INC., as the sole shareholder of each of the Constituent Corporations, has approved such merger. It is the intention of the parties that the Merger be treated as a tax-free reorganization pursuant to section 368(a)(1)(A) and related sections of the Internal Revenue Code of 1986, as amended.

PLAN AND AGREEMENT

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties to this Plan agree that, in accordance with the terms of this Plan and the applicable statutes of the state of incorporation of each of the Constituent Corporations, each of the Constituent Corporations shall make appropriate filings with the Secretary of State of the State of Utah and the Secretary of State (or similar official) of the state of incorporation of each such Merging Corporation (as appropriate), that the Merging Corporations shall be merged with and into the Surviving Corporation, and the terms

and conditions of such merger (the "Merger") and the mode of carrying the Merger into effect shall be as follows:

1. The Merger and the Surviving Corporation. At the Effective Time of the Merger (as hereinafter defined), the Merging Corporations shall be merged with and into the Utah Corporation which shall be the Surviving Corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Utah under the name of "FIRST HEALTH STRATEGIES OF UTAH, INC."

2. Effective Time of the Merger. The Merger shall be effective at 11:59 p.m. Eastern Time on November 30, 1993 (the "Effective Time").

3. Effect of Merger. At the Effective Time, the Merging Corporations shall merge with and into the Utah Corporation, and the separate existence of the Merging Corporations shall cease. Without limiting any provisions of applicable law of the state of incorporation of any of the Constituent Corporations, at the Effective Time: title to all property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; any proceeding pending against any of the Constituent Corporations may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for any of the Constituent Corporations whose existence has ceased; and the shares of each of the Constituent Corporations that are to be converted into shares of the Surviving Corporation shall be so converted and the former holder of such shares are to be entitled only to the rights provided in this Plan.

4. Manner and Basis of Converting Shares. The manner and basis of converting shares of the Merging Corporations shall be as follows:

(a) Shares of the Merging Corporations. At the Effective Time, each issued and outstanding share of the common stock of each of the Merging Corporations ("Merging Corporation Shares") shall thereupon be converted into one-tenth (1/10) of a share of the common stock of the Surviving Corporation ("Surviving Corporation Shares"). Any Merging Corporation Shares held as treasury shares by any of the Merging Corporations shall be cancelled and retired, and no consideration shall be issued or given in exchange for such shares.

(b) Merging Corporation Share Certificates. At or immediately following the Effective Time, the holder of Merging Corporation Shares shall surrender certificates representing the same, along with one or more duly endorsed

transfer powers, to the Surviving Corporation. At or immediately following the Effective Time upon surrender of the certificate or certificates representing Merging Corporation Shares, the Surviving Corporation shall deliver to the holder of Merging Corporation Shares a share certificate in the name of such holder, representing the Surviving Corporation Shares for which such holder's Merging Corporation Shares shall have been converted as described above.

(c) Deemed Surviving Corporation Shareholders.

At the Effective Time, the shareholder of the Merging Corporations shall thereupon be deemed to be a shareholder of the Surviving Corporation to the extent of the number of Surviving Corporation Shares to which it is entitled pursuant to this Plan, whether or not certificates for Merging Corporation Shares are surrendered as provided in this Plan. Until surrendered as provided above, each certificate representing Merging Corporation Shares shall be deemed, for all corporate purposes (including without limitation the payment of any dividends), to evidence ownership of the number of Surviving Corporation Shares which the holder of such certificates has become entitled to receive pursuant to this Plan.

(d) Surviving Corporation Shares. Each Surviving Corporation Share outstanding immediately prior to the Effective Time shall remain an identical outstanding Surviving Corporation Share after the Effective Time; and no shares or other securities of, or obligations convertible into shares or other securities of, the Surviving Corporation are to be issued or delivered under or pursuant to the Merger with respect to such Surviving Corporation Shares.

5. Articles of Incorporation. The Articles of Incorporation of the Utah Corporation, as in effect at the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation until amended in accordance with the Utah Business Corporation Act.

6. Bylaws. The Bylaws of the Utah Corporation as in effect at the Effective Time shall continue to be the Bylaws of the Surviving Corporation until amended as provided in said Bylaws.

7. Directors and Officers. The persons who are the directors and officers of the Utah Corporation as of the Effective Time shall continue to be the directors and officers of the Surviving Corporation until changed in accordance with the Bylaws of the Surviving Corporation and applicable law.

8. Amendment; Termination and Abandonment. This Plan may be supplemented or amended in any manner at any time and from time to time prior to the Effective Time by the unanimous consent

of the respective Boards of Directors and shareholders of the Surviving Corporation and the Merging Corporations. This Plan may be terminated and the Merger abandoned at any time prior to the filing of the articles or a certificate of merger with the states of incorporation of the Constituent Corporations by action taken by the respective Boards of Directors of the Constituent Corporations.

9. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan, the title of any property or rights of any of the Merging Corporations, the last acting officers and directors of the particular Merging Corporation or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the purposes of this Plan or the Merger.

10. Copies. This Plan may be executed in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan or its terms to produce or account for more than one of such counterparts.

11. Arizona Agreement. The Surviving Corporation agrees that it may be served with process in the State of Arizona in any proceeding for the enforcement of any obligation of any Arizona corporation which is a party to the Merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Arizona corporation against the Surviving Corporation. The Surviving Corporation irrevocably appoints the Corporation Commission of the State of Arizona as its agent to accept service of process in any such proceeding. The Surviving Corporation agrees that it will pay to the dissenting shareholders of any such Arizona corporation the amount, if any, to which they shall be entitled under the provisions of the Arizona General Corporation Law with respect to the rights of dissenting shareholders.

12. Colorado Agreement. The Surviving Corporation agrees that it may be served with process in the State of Colorado in any proceeding for the enforcement of any obligation of any Colorado corporation which is a party to the Merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Colorado corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Colorado as the agent of the Surviving Corporation to accept service of process in any such proceeding. The address to which service of process in any such proceeding shall be mailed is 3

Corporate Square, Suite 700, Atlanta, Georgia 30329 attn: Legal Department. The Surviving Corporation will promptly pay to the dissenting shareholders of any Colorado corporation which is a party to the Merger the amount, if any, to which they shall be entitled under the provisions of "The Colorado Corporation Act" with respect to the rights of dissenting shareholders.

13. Idaho Agreement. The Surviving Corporation agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of any Idaho corporation which is a party to the Merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Idaho corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints the Secretary of the State of Idaho as its agent to accept service of process in any such proceeding. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of any such Idaho corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

14. Minnesota Agreement. The Surviving Corporation agrees that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of any Minnesota Constituent Corporation and in a proceeding for the enforcement of the rights of a dissenting shareholder of any Minnesota Constituent Corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints the Secretary of State of Minnesota as its agent to accept service of process in any such proceeding. Such process may be forwarded to the Surviving Corporation at 3 Corporate Square, Suite 700, Atlanta, Georgia 30329, attn: Legal Department. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of each such Minnesota corporation the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act.

15. Missouri Agreement. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of any Missouri corporation which is a party to the Merger the amount, if any, to which they shall be entitled under provisions of the Missouri General and Business Corporation Law with respect to the rights of dissenting shareholders. The Surviving Corporation agrees that it may be served with process in Missouri and irrevocably appoints the Secretary of State of Missouri as its agent to accept such service of process, in any proceeding based on any cause of action against such Missouri corporation arising in Missouri prior to the issuance of the certificate of merger by the Secretary of State of Missouri, and in any proceeding for the enforcement of the rights of a dissenting

shareholder of any such Missouri corporation against the Surviving Corporation.


16. Wisconsin Agreement. The Surviving Corporation hereby irrevocably appoints the Secretary of State of Wisconsin as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Wisconsin corporation that is a party to the Merger. The Surviving Corporation agrees that it shall promptly pay to the dissenting shareholders of each Wisconsin corporation that is a party to the Merger the amount, if any, to which they are entitled under Sections 180.1301 to Section 180.331 of the Wisconsin Business Corporation Law.

DULY EXECUTED and delivered, under seal, by duly authorized officers of each of the Constituent Corporations on November 19, 1993.


THE MERGING CORPORATIONS:

FH FIRST HEALTH STRATEGIES OF CALIFORNIA, INC.

(Corporate Seal)


By: 
Randolph L.M. Hutto
Executive Vice President

Attest:


Barry W. Burt
Assistant Secretary

FIRST HEALTH STRATEGIES OF ARIZONA, INC.

(Corporate Seal)

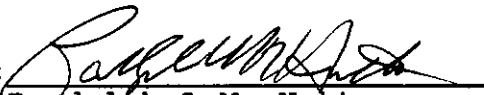
By: 
Randolph L.M. Hutto
Executive Vice President

Attest:



Barry W. Burt
Assistant Secretary

FIRST HEALTH STRATEGIES OF
COLORADO, INC.

(Corporate Seal)


By: 
Randolph L.M. Hutto
Executive Vice President

Attest:



Barry W. Burt
Assistant Secretary

FIRST HEALTH STRATEGIES OF
GEORGIA, INC.

(Corporate Seal)


By: 
Randolph L.M. Hutto
Executive Vice President

Attest:

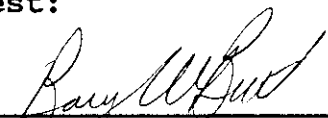

Barry W. Burt
Assistant Secretary

FIRST HEALTH STRATEGIES OF
IDAHO, INC.

(Corporate Seal)


By: 
Randolph L.M. Hutto
Executive Vice President

Attest:

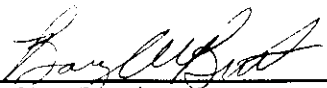

Barry W. Burt
Assistant Secretary

FIRST HEALTH STRATEGIES OF
MARYLAND, INC.

(Corporate Seal)

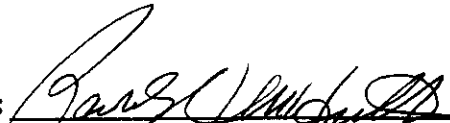
By: 
Randolph L.M. Hutto
Executive Vice President

Attest:

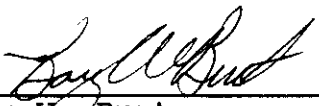

Barry W. Burt
Assistant Secretary

FIRST HEALTH STRATEGIES OF
MINNESOTA, INC.

(Corporate Seal)


By: 
Randolph L.M. Hutto
Executive Vice President

Attest:

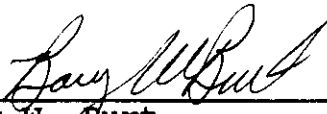

Barry W. Burt
Assistant Secretary

FIRST HEALTH STRATEGIES OF
MISSOURI, INC.

(Corporate Seal)

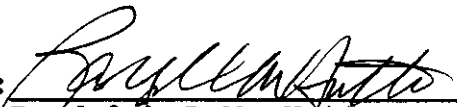
By: 
Randolph L.M. Hutto
Executive Vice President

Attest:



Barry W. Burt
Assistant Secretary

FIRST HEALTH STRATEGIES OF
WISCONSIN, INC.

(Corporate Seal)

By: 
Randolph L.M. Hutto
Executive Vice President

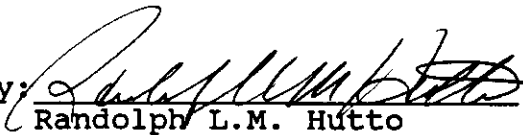
Attest:


Barry W. Burt
Assistant Secretary

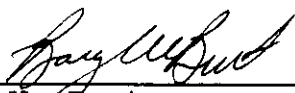
THE SURVIVING CORPORATION:

FIRST HEALTH STRATEGIES OF
UTAH, INC.

(Corporate Seal)

By: 
Randolph L.M. Hutto
Executive Vice President

Attest:


Barry W. Burt
Assistant Secretary

* * * * *

IDAH0 SECRETARY OF STATE
19931124 0900 36307 4
CK #: 32219 CUST# 1239
CORP 1@ 10.00= 10.00

IDAH0 SECRETARY OF STATE
19931124 0900 36307 2
CK #: 32218 CUST# 1239
CORP 1@ 20.00= 20.00