

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

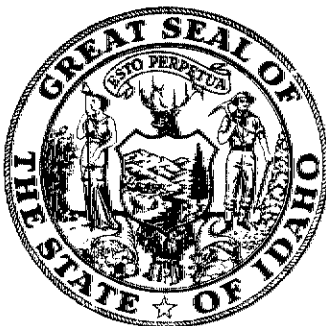
AMERICAN INTERNATIONAL HEALTH &
REHABILITATION SERVICES, INC.

File Number C 84619

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES, INC. for an Amended Certificate of Authority to transact business in this State, duly executed 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 AIG HEALTHCARE MANAGEMENT SERVICES, INC. to transact business in this State under the name AIG HEALTHCARE MANAGEMENT SERVICES, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: May 23, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley L. Clark

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

May 15 2 12 PM '97

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 4/21 19, 87,
authorizing it to transact business in the State of Idaho under the name of American
International Health + Rehabilitation Services, Inc.
2. Its corporate name has been changed to AIG Healthcare Management
Services, Inc.
(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 AIG Healthcare Management
Services, Inc.
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: April 29, 1997

AIG Healthcare Management Services, Inc.
(Corporation Name)

By

Eugene M. Mee

Its President, Vice President, Secretary, or Assistant Secretary
(please specify)

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations

File two copies.

If a name change, attach certificate of fact from state of incorporation.

Fee: \$30.00

IDAHO SECRETARY OF STATE

Secretary of State DATE 05/15/1997
0900 93215 2
CK #: 2059 CUST# 47921
AMEND CERT 1@ 30.00= 30.00

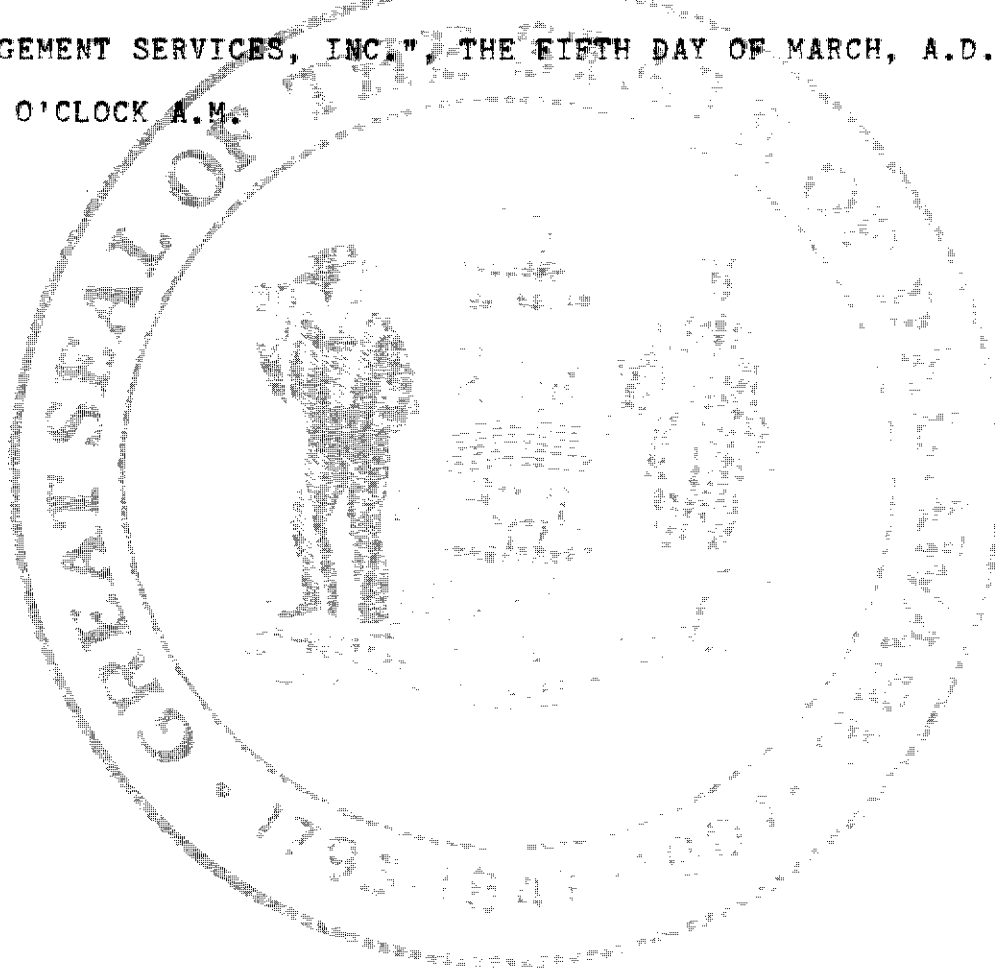
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State of Delaware

Office of the Secretary of State

May 22 1 32 PM '97

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AMERICAN INTERNATIONAL HEALTH & REHABILITATION SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AIG HEALTHCARE MANAGEMENT SERVICES, INC.", THE FIFTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.



2100156 8320

971161974

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8470873

05-19-97