

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

AUGUST HEALTHCARE SERVICES, INC.

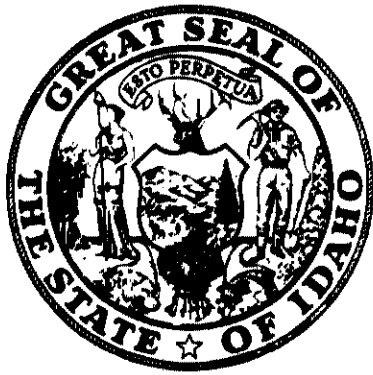
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AUGUST HEALTHCARE SERVICES, INC.

_____ for a 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 Certificate of Authority to AUGUST HEALTHCARE SERVICES, INC.

to transact business in this State under the name AUGUST HEALTHCARE SERVICES, INC. _____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 01, 1991**



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zabala
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

SEC. OF STATE

1. The name of the corporation is August Healthcare Services, Inc. 91 AUG 1 AM 9 19

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is February 6, 1990 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company
1209 Orange St., Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. c/o Employee Benefit Plans, Inc.
435 Ford Rd., Ste. 500, Minneapolis, MN 55426

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

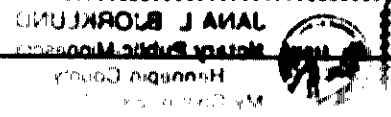
and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Utilization review services and any and all lawful business purposes

9. The names and respective addresses of its directors and officers are:

SEE ATTACHED LIST

Name	Office	Address
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(continued on reverse)

Name

Office

Address

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: June 27, 1991

August Healthcare Services, Inc.
(Corporation Name)

By [Signature]
Its President/Vice President (please specify)

Amir H. Eftekhari, Executive Vice President

and [Signature]
Its Secretary/Assistant Secretary (please specify)

Timothy W. Kuck, Assistant Secretary

STATE OF Minnesota)

) ss:

COUNTY OF Hennepin)

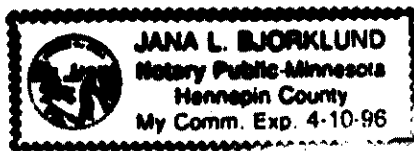
I, Jana L. Bjorklund, a notary public, do hereby certify that on

this 27th day of June, 1991, personally appeared before

me Amir H. Eftekhari, who being by me first duly sworn, declared that (s)he

is the Exec. Vice President of August Healthcare Services, Inc.

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



[Signature]
Notary Public

EXHIBIT A

AUGUST HEALTHCARE SERVICES, INC.

OFFICERS AND DIRECTORS

William E. Sagan
President, Chief Executive Officer & Director
Employee Benefit Plans, Inc.
435 Ford Road, Suite 500
Minneapolis, MN 55426
612/546-4353
1300 French Creek Drive
Wayzata, MN 55391
SSN: 191-42-5689
Held Position: 3/2/90

Amir H. Eftekhari
Executive Vice President & Chief
Operating Officer
Employee Benefit Plans, Inc.
435 Ford Road, Suite 500
Minneapolis, MN 55426
612/546-4353
10201 Laurel Drive
Eden Prairie, MN
SSN: 471-92-2938
Held Position: 6/1/90

Jon D. Gruenhagen
Treasurer & Chief Financial Officer
Employee Benefit Plans, Inc.
435 Ford Road, Suite 500
Minneapolis, MN 55426
612/546-4353
7697 W. 157th Street
Apple Valley, MN 55124
SSN: 474-80-9826
Held Position: 3/2/90

Mark A. Sorenson
Vice President & Secretary
Employee Benefit Plans, Inc.
435 Ford Road, Suite 500
Minneapolis, MN 55426
612/546-4353
8002 Orchid Lane
Maple Grove, MN 55369
SSN: 479-74-8134
Held Position: 3/2/90 (VP)
6/1/90 (Sec.)

Robert P. Brook
Vice President
Employee Benefit Plans, Inc.
435 Ford Road, Suite 500
Minneapolis, MN 55426
612/546-4353
5804 Schaefer Road
Edina, MN 55436
SSN: 565-98-7191
Held Position: 3/2/90

William M. Thompson
Vice President
August Healthcare Services, Inc.
2099 South State College Boulevard
Suite 400
Anaheim, CA 92806-6142
714/938-2600
17822 Beach Blvd, #454
Huntington Beach, CA 92647
SSN: 345-20-7957
Held Position: 6/1/90

Timothy W. Kuck
Assistant Secretary
Popham, Haik, Schnobrich & Kaufman, Ltd.
222 South Ninth Street
Suite 3300
Minneapolis, MN 55402
612/333-4800
5604 Code Avenue
Edina, MN 55436
SSN: 503-66-0823
Held Position: 6/1/91

State of Delaware



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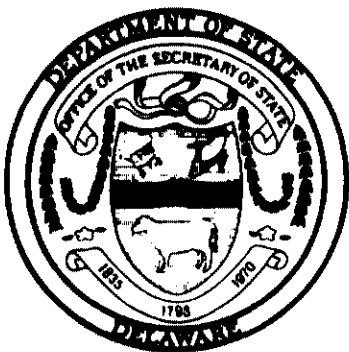
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY AUGUST HEALTHCARE SERVICES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * *



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Michael Harkins
Michael Harkins, Secretary of State
*3123660

AUTHENTICATION:

DATE:

07/26/1991