

115705

State of Idaho

Department of State

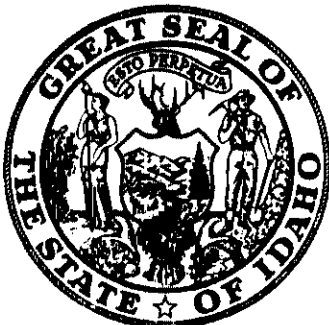
CERTIFICATE OF INCORPORATION OF

COOPERATIVE MANAGED CARE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna S. [Signature]*

shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

The articles of incorporation of this corporation may be amended by a majority vote at any annual or special meeting of stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten percent (10%) of all the shares entitled to vote at such meeting.

SIXTH

The location and post office address of the initial registered office of the corporation is 3663 W. Wright, Boise, Idaho, and the name of the initial registered agent of the corporation who may be found at that address is Gary Dawson.

SEVENTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:

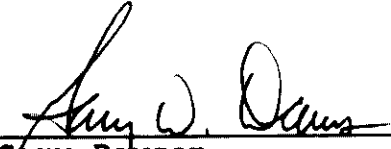
<u>Name</u>	<u>Address</u>
Gary Dawson	3663 W. Wright Boise, ID 83705
T.E. O'Canna	3036 Levante Street Carlsbad, CA 92009
Barbara Dawson	12024 W. Longfellow Drive Boise, ID 83709

EIGHTH

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gary Dawson	3663 W. Wright Boise, ID 83705

IN WITNESS WHEREOF, I have hereunto set my hand on the 23rd day of March, 1994.



Gary Dawson