

State of Idaho

Department of State

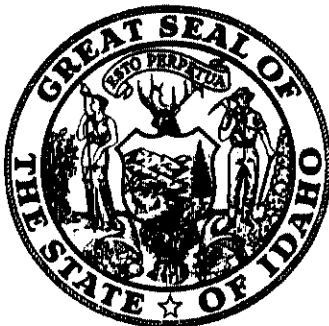
CERTIFICATE OF INCORPORATION OF

STRATEGIC HEALTH, 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: January 27, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

STRATEGIC HEALTH, INC.

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I.

The name of the corporation shall be Strategic Health, Inc.

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation shall be 101 South Capitol Boulevard, Suite 1000, Boise, Idaho 83702, and the name of the initial registered agent at that address shall be Gerald M. Tyler.

IV.

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to managed health care.

V.

The business of this corporation shall be managed and conducted by a board of directors. The number of directors shall not be less than two (2) or more than seven (7). The number of directors shall be set forth in the Bylaws of the corporation as amended from time to time.

VI.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1000 shares consisting of one class of common stock with par value of \$1.00 per share.

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STRATEGIC HEALTH, INC. - 1

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COMMON STOCK

Except as otherwise provided herein or as otherwise required by applicable law, all shares of common stock will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

1. Voting Rights. Except as otherwise required by law and as otherwise provided herein, the holders of common stock will be entitled to one vote per share on all matters to be voted on by the corporation's stockholders.

2. Dividends. As and when dividends are declared or paid thereon, whether in cash, property, or securities of the corporation, the holders of common stock will be entitled to share ratably, on a share-for-share basis, in such dividends.

3. Liquidation. The holders of common stock will be entitled to share ratably, on a share-for-share basis, in all distributions to the holders of the common stock in any liquidation, dissolution, or winding up of the corporation.

VII.

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses (including attorney's fees) incurred or to be incurred by such person in defending a civil, criminal, administrative, or investigative action, suit or proceeding threatened, commenced or completed by reason of the fact said person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any by-law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except: (1) for any breach of the director's duty of loyalty to the corporation or its stockholders; (2) for the acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(3) for liability imposed pursuant to Idaho Code section 30-1-48; or (4) for any transaction from which the director derives an improper personal benefit.

The shareholders shall not be personally liable for the payment of the corporation's debts except as they may be liable by reason of their own conduct or acts.

VIII.

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gerald M. Tyler	101 South Capitol Boulevard Suite 1000 Boise, ID 83702

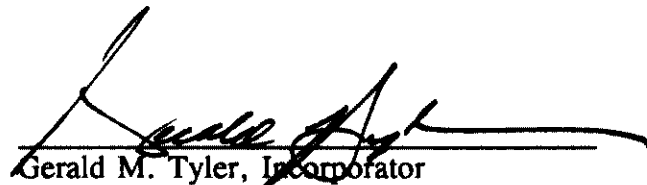
IX.

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Gerald M. Tyler	101 S. Capitol Boulevard Suite 1000 Boise, ID 83702
Jack J. Winderl	101 S. Capitol Boulevard Suite 1000 Boise, ID 83702
Roger T. Keithly	101 S. Capitol Boulevard Suite 1000 Boise, ID 83702
Michael H. Dahlmeir	101 S. Capitol Boulevard Suite 1000 Boise, ID 83702
Merlyn D. Colpron	101 S. Capitol Boulevard Suite 1000 Boise, ID 83702

Shareholders shall have no preemptive rights to acquire unissued shares or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

Dated January 25th, 1993


Gerald M. Tyler, Incorporator