

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF EQUICOR, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____

_____ 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 _____
EQUICOR, INC.

to transact business in this State under the name _____

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated July 10, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Matthews

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.

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1. The name of the corporation is EQUICOR, Inc.

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2. The name which it shall use in Idaho is EQUICOR, Inc.

(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 9-15-86 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 Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

3401 West End Avenue, P.O. Box 1115, Nashville, TN 37202

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:

to engage in any lawful act or activities for which corporations may be

organized under the laws of Idaho and to serve as a third party administrator.

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

Name	Office	Address
see attached		

(continued on reverse)

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 22, 1987

EQUICOR, Inc.

(Corporation Name)

By Stanley F. Baldwin

~~President~~ Vice President (please specify)

and M. Catalano

Its Secretary/ Assistant Secretary (please specify)

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

) ss:

I, MARILYN COX

this 22nd day of JUNE, 1987, personally appeared before

me Stanley F. Baldwin & Michael Catalano, who being by me first duly sworn, declared that (s)he

is the SR. VP & Asst. Sec. of EQUICOR, Inc.

that (s)he signed the foregoing document as SR. VP & Asst. Sec. of the corporation and that the statements therein contained are true.

Marilyn Cox
Notary Public

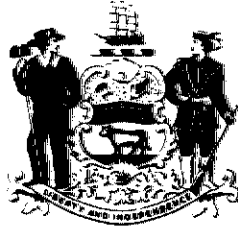
EQUICOR, INC.

DIRECTORS: Owen B. Butler
William T. Hjorth
John B. Carter
Thomas F. Frist, Jr.
Gilbert M. Reich
Donald S. MacNaughton
Donald V. Siebert
Eleanor B. Sheldon
Larry J. Larkin
Dennis J. Whimpey
Leo M. Walsh, Jr.
Raymond H. Wittcoff
Charles N. Martin, Jr.
Glenn H. Gettier, Jr.

OFFICERS: Chr. & CEO	Gilbert M. Reich
V. Chr. & COO	William T. Hjorth
Pres.	Larry J. Larkin
Ex. V.P. & CIO	Dennis J. Whimpey
Ex. V.P. & CFO	William T. Hjorth
Sr. V.P., Sec. & Genl. Counsel	Stanley F. Baldwin
Sr. V.P. for Fld. Oper.	Richard D. Shirk
Sr. V.P. & Gen. Mgr.	Robert A. Jones
Sr. V.P. & Gen. Mgr.	Stanley I. Aronovitch, Sc.D.
Sr. V.P. & Gen. Mgr.	Francis J. McGrath, Jr.
Sr. V.P. & Gen. Mgr.	R. Larry Taylor
Sr. V.P.	William Bonnell
Sr. V.P.	Josephine A. Johnson
Sr. V.P.	James P. Murphy
Sr. V.P.	Edgar N. Norgaard
Sr. V.P.	David J. Ottensmeyer, M.D.
Sr. V.P.	Derrill Reeves
V.P.	Andrew F. Smith
V.P.	Michael J. Smith
V.P.	Eve Berry
V.P. & Cont.	Steven A. Cook
V.P. & Asst. Sec.	L. Edwin Powley
Sec.	Brian E. Bamforth
Asst. Sec.	Michael Catalano
Treas.	Larry A. Mills
Asst. Treas.	Dale A. Holmer

SMP/afh469

State of Delaware

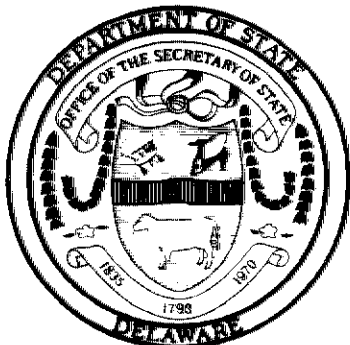


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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY EQUICOR, 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.

! ! ! ! ! ! ! ! ! !



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Michael Harkins, Secretary of State

AUTHENTICATION: !1262379
DATE: 06/04/1987


CONSENT TO USE OF NAME

EQUICOR Health Plan, Inc., a corporation organized under the laws of the State of Kansas and domiciled at 8701 East Kellogg, Wichita, KS 67027, hereby consents to the qualification of EQUICOR, Inc. in the State of Idaho.

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IN WITNESS WHEREOF, the said EQUICOR Health Plan, Inc. has caused this consent to be executed by its vice president and attested under its corporate seal by its assistant secretary, this 16TH day of June, 1987.

EQUICOR HEALTH PLAN, INC.

By: 
Vice President

Attest:


Assistant Secretary

(SEAL)