

State of Idaho

Office of the Secretary of State

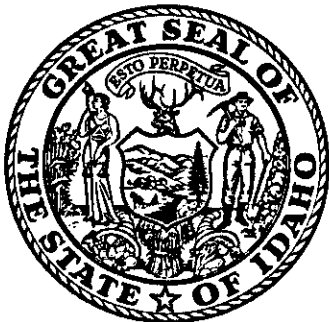
**CERTIFICATE OF AUTHORITY
OF
HUMANA HEALTH PLAN, INC.**

File Number C 167673

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 29 June 2006



Ben Yursa
SECRETARY OF STATE

By

Christina H

FILED EFFECTIVE



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

06 JUN 29 PM 12:11

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

HUMANA HEALTH PLAN, INC.

2. The name which it shall use in Idaho is:
- HUMANA HEALTH PLAN, INC.

3. It is incorporated under the laws of:
- Kentucky

4. Its date of incorporation is:
- August 23 1982

5. The address of its principal office is:

201 West Main Street, Louisville, KY 40202

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

500 West Main Street, Louisville, KY 40202

7. The street address of its registered office in Idaho is:
- 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name

Office

Address

See attached officers/directors list

Dated: June 22, 2006Signature: Joan O. LenahanTyped Name: Joan O. LenahanCapacity: Vice President & Secretary

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

g:\corp\forms\corp
forms\appforauthority_profi.pmf
Revised 07/2002

IDAHO SECRETARY OF STATE
 06/29/2006 05:00
 CK: NONE CT: 1157 BH: 962698
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

C/67673

Directors / Officers Report

Humana Health Plan, Inc.

Directors

Michael B. McCallister

Primary Address: 500 West Main Street
Louisville, KY 40202

Jonathan T. Lord M.D.

Primary Address: 500 West Main Street
Louisville, KY 40202

James E. Murray

Primary Address: 500 West Main Street
Louisville, KY 40202

Officers

Michael B. McCallister

President and Chief Executive Officer

Primary Address: 500 West Main Street
Louisville, KY 40202

Hassan S. Rifaat

Regional Chief Executive Officer - Chicago

Primary Address: 30 S. Wacker Street
Chicago, Illinois 60606

Larry D. Savage

Regional Chief Executive Officer - IN/KY/MO/OH/TN

Primary Address: 655 Eden Park Drive, 1 North
Cincinnati, OH 45202

Leslie H. Andrews

Market President - Colorado

Primary Address: 8400 E. Prentice Avenue #1400
Englewood, Colorado 80111

Jeffrey B. Bringardner

Market President - Kentucky

Primary Address: 201 West Main Street
Louisville, Kentucky 40202

Robert T. Hitchcock

Regional President - Senior Products/North

Primary Address: 30 S. Wacker Drive, Suite 1900
Chicago, IL 60606

C. Evans Looney

Market President - Memphis

Primary Address: 6075 Poplar Avenue, Suite 221
Memphis, TN 38119

Directors / Officers Report

Humana Health Plan, Inc.

Veronica L. Martin	Market President - Indianapolis
Primary Address:	8888 Keystone Crossing Boulevard Indianapolis, Indiana 46240
Debra A. Smith	Regional President - Senior Products/West
Primary Address:	20860 N. Tatum Boulevard Phoenix, AZ 85050
T. Alan Wheatley	Market President - Senior Products/East
Primary Address:	500 West Main Street Louisville, Kentucky 40202
James H. Bloem	Senior Vice President, Chief Financial Officer & Treasurer
Primary Address:	500 West Main Street Louisville, KY 40202
Thomas J. Liston	Senior Vice President
Primary Address:	500 West Main Street Louisville, KY 40202
Jonathan T. Lord M.D.	Senior Vice President
Primary Address:	500 West Main Street Louisville, KY 40202
Heidi S. Margulis	Senior Vice President
Primary Address:	500 West Main Street Louisville, KY 40202
Steven O. Moya	Senior Vice President
Primary Address:	500 West Main Street Louisville, KY 40202
George G. Bauernfeind	Vice President
Primary Address:	500 West Main Street Louisville, KY 40202
John M. Bertko	Vice President (Chief Actuary)
Primary Address:	500 West Main Street Louisville, KY 40202
Stefen F. Brueckner	Vice President - Senior Products
Primary Address:	500 West Main Street Louisville, KY 40202

Directors / Officers Report

Humana Health Plan, Inc.

J. Gregory Catron	Vice President
Primary Address:	500 West Main Street Louisville, Kentucky 40202
James L. Horrar	Vice President
Primary Address:	201 West Main Street Louisville, KY 40202
Mark E. Kiffer D.O.	Market Vice President/CMO - Senior Products/Phoenix
Primary Address:	20860 N. Tatum Boulevard Phoenix, AZ 85050
Edward J. Leary M.D.	Market Vice President/CMO - Senior Products/Chicago
Primary Address:	30 S. Wacker Drive, Suite 3100 Chicago, IL 60606
Kathleen Pellegrino	Vice President and Assistant Secretary
Primary Address:	500 West Main Street Louisville, KY 40202
William J. Tait	Vice President
Primary Address:	500 West Main Street Louisville, KY 40202
Gary D. Thompson	Vice President
Primary Address:	500 West Main Street Louisville, KY 40202
Ralph M. Wilson	Vice President
Primary Address:	500 West Main Street Louisville, Kentucky 40202
Frank M. Amrine	Appointed Actuary
Primary Address:	500 W. Main Street Louisville, KY 40202
Joan O. Lenahan	Vice President & Secretary
Primary Address:	500 West Main Street Louisville, KY 40202

Commonwealth of Kentucky
Trey Grayson
Secretary of State

Certificate of Existence

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

HUMANA HEALTH PLAN, INC.

is a corporation duly incorporated and existing under KRS Chapter 271B, whose date of incorporation is August 23, 1982 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 26th day of June, 2006.

Certificate Number: 33038

Jurisdiction: ID

Visit <http://apps.sos.ky.gov/business/obdb/certvalidate.aspx> to validate the authenticity of this certificate.





Trey Grayson
Secretary of State
Commonwealth of Kentucky
33038/0179546