

State of Idaho

Office of the Secretary of State

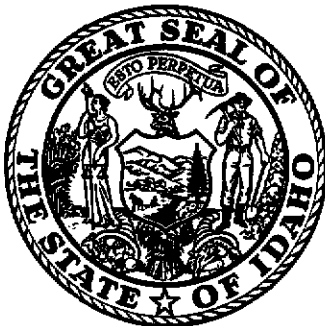
**CERTIFICATE OF AUTHORITY
OF
HEALTHWAYS WHOLEHEALTH NETWORKS, INC.**

File Number C 182147

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: February 27, 2009



Ben Ysursa

SECRETARY OF STATE

By

Rinda McQuay

HEALTHWAYS WHOLEHEALTH NETWORKS, INC.
FEIN: 39-1946651
LIST OF CURRENT OFFICERS/DIRECTORS

CEO	ADDRESS	PHONE
LEEDLE, BEN R., JR.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
PRESIDENT		
BRUECKNER, STEFAN	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
SECRETARY		
CHAPUT, MARY A	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
TREASURER		
LUMSDAINE, ALFRED	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
ASSISTANT TREASURER		
RICHARDS, R. CLAIBORNE, JR.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
VICE PRESIDENT		
STABELFELDT, MARTIE	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
VICE PRESIDENT		
BALOG, NICK	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
DIRECTORS		
CHAPUT, MARY A.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
LEEDLE, BEN R., JR.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
LUMSDAINE, ALFRED	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
BRUECKNER, STEFAN	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHWAYS WHOLEHEALTH NETWORKS, 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEALTHWAYS WHOLEHEALTH NETWORKS, INC." WAS INCORPORATED ON THE NINTH DAY OF OCTOBER, A.D. 1998.

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


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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7099283

DATE: 01-26-09

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