

# 95976

State of Delaware

Office of the Secretary of State

RECEIVED PAGE 1  
SEC. OF STATE  
93 OCT 1 AM 8 56

Dec 4 2 01 PM '93  
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY CERTIFICATE OF MERGER OF "MANAGED CARE ADMINISTRATORS" AND "RISK MANAGEMENT RESOURCES, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, "AUGUST HEALTHCARE SERVICES, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, "EMPLOYEE BENEFIT ADMINISTRATORS" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MICHIGAN, MERGING WITH AND INTO "COMPREHENSIVE BENEFITS SERVICE CO., INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA UNDER THE NAME OF "COMPREHENSIVE BENEFITS SERVICE CO., INC." WAS RECEIVED AND FILED IN THIS OFFICE THE THE TWENTY-FOURTH DAY OF JUNE, A.D. 1993, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF PENNSYLVANIA.

\* \* \* \* \*



*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION: \*4068824

DATE: 09/24/1993

723267012