

State of Idaho

Office of the Secretary of State

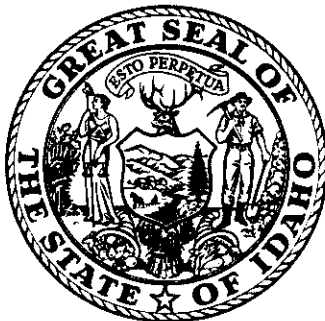
**CERTIFICATE OF AUTHORITY
OF
SHPS, INC.**

File Number C 157793

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: 15 December 2004



Ben Yursa

SECRETARY OF STATE

By

Lyndell A. Holloway



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2004 DEC 15 AM 9:14

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

STATE OF IDAHO

1. The name of the corporation is:
SHPS, Inc.
2. The name which it shall use in Idaho is: SHPS, Inc.
3. It is incorporated under the laws of: Florida
4. Its date of incorporation is: Dec. 22 1997
5. The address of its principal office is:
11405 Bluegrass Parkway, Louisville, KY 40299
6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, Idaho 83706
and its registered agent in Idaho at that address is: National Registered Agents, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>David A. Nelson</u>	<u>Pres./CEO/Director</u>	<u>11405 Bluegrass Pkwy., Louisville, KY 402</u>
<u>Merle A. Ryland</u>	<u>CFO/Secretary/Dir.</u>	<u>11405 Bluegrass Pkwy., Louisville, KY 402</u>
<u>David P. Haick</u>	<u>Asst. Secretary</u>	<u>11405 Bluegrass Pkwy., Louisville, KY 402</u>
<u>Paul B. Queally</u>	<u>Chairman of the Board</u>	<u>320 Park Ave, Ste 2500, NY NY 10022</u>
<u>D. Scott Mackesy</u>	<u>Director</u>	<u>320 Park Ave, Ste 2500, NY NY 10022</u>
<u>Eric Lee</u>	<u>Director</u>	<u>320 Park Ave, Ste 2500, NY NY 10022</u>

Dated: 12-10-04

Signature: David P. Haick

Typed Name: David P. Haick

Capacity: Asst. Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

Web Form

IDAHO SECRETARY OF STATE
12/15/2004 05:00
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C157795

SHPS, Inc.

8 Names and business addresses of directors and officers (cont.)

Name	Position	Address
W. Earl Reed, III	Director	P.O. Box 5906, Louisville, KY 40255
Mark Tierney	Director	1787 Dupont Ave., So., Minneapolis, MN 55403
Tom Scully	Director	2915 King St., Alexandria, VA 22302

State of Florida



Department of State

I certify from the records of this office that SHPS, INC., is a corporation organized under the laws of the State of Florida, filed on December 22, 1997, effective December 18, 1997.

The document number of this corporation is P97000107149.

I further certify that said corporation has paid all fees due this office through December 31, 2004, that its most recent annual report/uniform business report was filed on October 22, 2004, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
First day of December, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State