

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
AIG HEALTHCARE MANAGEMENT SERVICES, INC.**

File Number C 134448

I PETE T. CENARRUSA, 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: June 23, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jane L. Roe*

FILED/EFFECTIVE

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

JUN 23 2 20 PM '00

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho:

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

- The name of the corporation is AIG HEALTHCARE MANAGEMENT SERVICES, INC.
- The name which it shall use in Idaho is AIG HEALTHCARE MANAGEMENT SERVICES, INC.
- It is incorporated under the laws of DELAWARE
- Its date of incorporation is 08/28/1986
- The address of its principal office is 400 INTERPACE PARKWAY, PARSIPPANY, NEW JERSEY 07054
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is 1401 Shoreline Drive, Boise, Idaho 83702, and its registered agent in Idaho at that address is Corporation Service Company
- The names and respective business addresses of its directors and officers are:

| Name | Office | Address |
|--|--------|---------|
| <u>See attached officers/directors rider</u> | | |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Dated: JUNE 1, 2000

AIG HEALTHCARE MANAGEMENT SERVICES, INC.
(Corporation name)

By *Elizabeth M. Tuck*
ELIZABETH M. TUCK

Its SECRETARY
(specify capacity of signer)

Customer Acct # : _____
(if using pre-paid account)

g:\corp\forms\ACA.pmf Revised 7/97

Secretary of State use only
IDAHO SECRETARY OF STATE

06/23/2000 09:00
CX: 11021656 CT: 47921 BH: 328818

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C134448

Directors, Officers Report

AIG Healthcare Management Services, Inc.

DIRECTORS

Anthony J. Galioto **Director**
Primary Address: AIG Claim Services, Inc.
70 Pine Street
New York, New York 10270 United States

Maurice Raymond Greenberg **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Harold Saul Jacobowitz **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Edward Easton Matthews **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Ernest Theodore Patrikis **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Robert Michael Sandler **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Howard Ian Smith **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Thomas Ralph Tizzio **Director**
Primary Address: 175 Water Street
Floor 30
New York, NY 10038 USA

OFFICERS

Robert Michael Sandler **Chairman of the Board of Directors**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Anthony J. Galioto **President**
Primary Address: AIG Claim Services, Inc.
70 Pine Street
New York, New York 10270 United States

Terri D. Austin **Senior Vice President**
Primary Address: AIG Claim Services, Inc.
70 Pine Street
New York, New York 10270 United States

Carol Ann McFate **Treasurer**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Elizabeth Margaret Tuck **Secretary**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Terri D. Austin **General Counsel**
Primary Address: AIG Claim Services, Inc.
70 Pine Street
New York, New York 10270 United States

Office of the Secretary of State

JUN 23 2 20 PM '00
SECRETARY OF STATE
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIG HEALTHCARE MANAGEMENT SERVICES, 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 TWENTIETH DAY OF JUNE, A.D. 2000.

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

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



Edward J. Freel

Edward J. Freel, Secretary of State

2100156 8300

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AUTHENTICATION: 0507785

DATE: 06-20-00