

State of Idaho

Department of State

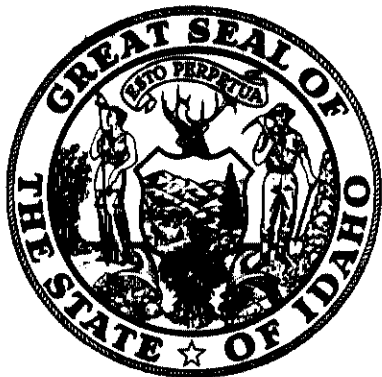
CERTIFICATE OF INCORPORATION OF

GMS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **September 13, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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SEC. OF STATE

Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is GMIS INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of DELAWARE

4. The date of its incorporation is 7/21/84 and the period of its duration is PERPETUAL

5. The address of its principal office in the state or country under the laws of which it is incorporated is

5 COUNTRY VIEW ROAD, SUITE 110, MALVERN, PA 19355

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

7. The street address of its proposed registered office in Idaho is CT CORPORATE SYSTEMS

_____ and the name of its proposed registered agent in Idaho at that address is 300 NORTH 6TH ST. BOISE, ID 83701

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

LICENSE FEES (WE PROVIDE COST CONTAINMENT SOFTWARE TO THE HEALTH INSURANCE INDUSTRY)

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

Name	Office	Address
<u>CARL WITONSKY</u>	<u>CHAIRMAN</u>	<u>5 COUNTRY VIEW RD MALVERN PA</u>
<u>THOMAS R. OWENS</u>	<u>PRESIDENT</u>	<u>5 COUNTRY VIEW RD MALVERN PA</u>
<u>GEORGE J. MARSHALL</u>	<u>VICE PRESIDENT</u>	<u>5 COUNTRY VIEW RD. MALVERN PA</u>
<u>JEFFREY STELLO</u>	<u>VP/SECRETARY</u>	<u>5 COUNTRY VIEW RD. MALVERN PA</u>

(continued on reverse)

Name

Office

Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: AUGUST 27, 1991

G.M.S., Inc.

(Corporation Name)

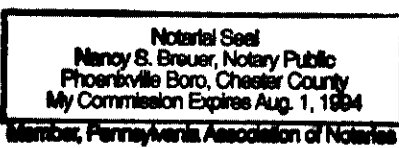
By [Signature] V.P. - Finance & Admin
Its President / Vice President (please specify)

and [Signature] Asst. Secretary
Its Secretary / Assistant Secretary (please specify)

STATE OF Pennsylvania)
COUNTY OF Chester) ss:

I, Nancy S. Breuer, a notary public, do hereby certify that on this 27th day of August, 1991, personally appeared before me Jessay Stello, who being by me first duly sworn, declared that (s)he is the Vice President - Fin. & Admin of G.M.S., Inc.

that (s)he signed the foregoing document as such officer of the corporation and that the statements therein contained are true.



[Signature]
Notary Public

State of Delaware



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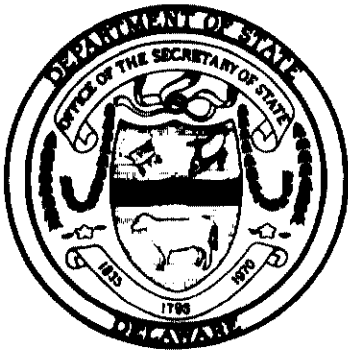
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY GMIS 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 DATE SHOWN BELOW.

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.

* * * * *



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Michael Harkins
Michael Harkins, Secretary of State

*3100145

AUTHENTICATION:

DATE:

07/03/1991