

State of Idaho

Department of State

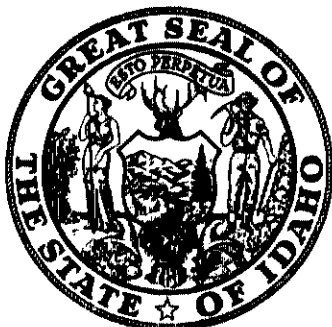
AMENDED CERTIFICATE OF AUTHORITY OF

COMPREHENSIVE BENEFITS SERVICE CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COMPREHENSIVE BENEFITS SERVICE CO., INC. for an Amended Certificate of Authority to transact business in this State, duly signed and verified 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 Amended Certificate of Authority to EBP HEALTHPLANS, INC. to transact business in this State under the name EBP HEALTHPLANS, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: August 20, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Reeves*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

RECEIVED SEC. OF STATE

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on September 24, 1991, authorizing it to transact business in the State of Idaho under the name of Comprehensive Benefits Service Co., Inc.

2. Its corporate name has been changed to EBP HealthPlans, Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is EBP HealthPlans, Inc.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated August 3, 1993

EBP HealthPlans, Inc.

By William E. Sagan, President

And Timothy W. Kuck, Secretary

STATE OF Minnesota)
COUNTY OF Hennepin) ss:

1. Vicki L. Pioreo, a notary public, do hereby certify that personally appeared 3rd day of August, 1993

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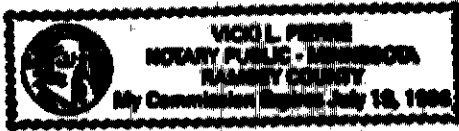
before me William E. Sagan, Timothy W. Kuck , who being by me first duly sworn,

declared that he is the President, Secretary of EBP HealthPlans, Inc.

that he signed the foregoing document as President, Secretary of the corporation and that the statements therein contained are true.

Vicki L. Pierce

Notary Public



STATE OF MINNESOTA
COUNTY OF RAMSEY
NOTARY PUBLIC
VICKI L. PIERRE
COMMISSION EXPIRES JULY 18, 1998

COMMONWEALTH OF PENNSYLVANIA

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SEC. OF STATE

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July 23, 1993

Department of State

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and corporate records of this department, it appears that on June 25, 1993, Effective June 30, 1993, Articles of Merger filed in this department, whereby EMPLOYEE BENEFIT ADMINISTRATORS, a Michigan corporation, RISK MANAGEMENT RESOURCES, INC., a California corporation, AUGUST HEALTHCARE SERVICES, INC., a Delaware corporation, MANAGED CARE ADMINISTRATORS, a California corporation, were merged into and became part of COMPREHENSIVE BENEFITS SERVICE CO., INC., a Pennsylvania corporation, incorporated January 26, 1976, which was the surviving corporation to the merger.

I DO FURTHER CERTIFY, That COMPREHENSIVE BENEFITS SERVICE CO., INC., changed its corporate name by virtue of Articles of Merger on June 25, 1993, Effective June 30, 1993, to EBP HEALTHPLANS, INC.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



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