

State of Idaho

Office of the Secretary of State

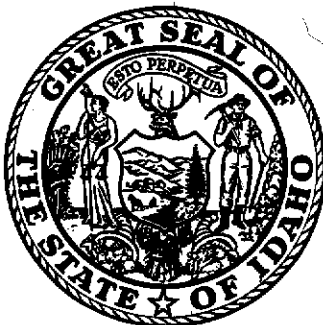
**CERTIFICATE OF AUTHORITY
OF
ACCRETIVE HEALTH, INC.**

File Number C 193319

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: January 11, 2012



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

12 JAN 11 AM 10:16

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

Accretive Health, Inc.

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

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: July 2, 2003

5. The address of its principal office is:

401 N. Michigan Ave., Ste 2700 Chicago IL 60611

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

401 N. Michigan Ave., Ste 2700 Chicago IL 60611

7. The street address of its registered office in Idaho is: 1111 West Jefferson - Suite 530, Boise ID 83702

and its registered agent in Idaho at that address is: CT Corporation System

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

Name	Title	Business Address
<u>Mary Tolan</u>	<u>CEO/Director</u>	<u>401 N. Michigan Ave., Ste 2700 Chicago IL 60611</u>
<u>John Staton</u>	<u>CFO/Treasurer</u>	<u>401 N. Michigan Ave., Ste 2700 Chicago IL 60611</u>
<u>Daniel Zaccardo</u>	<u>Secretary</u>	<u>401 N. Michigan Ave., Ste 2700 Chicago IL 60611</u>
<u>Michael Cline</u>	<u>Director</u>	<u>401 N. Michigan Ave., Ste 2700 Chicago IL 60611</u>

Dated: 10-17-11

Signature: D. Zaccardo

Typed Name: Daniel Zaccardo

Capacity: Secretary

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

g:\corp\forms\corp
forms\appforccert\authority_profit.pmb
Revised 10/2006

IDAHO SECRETARY OF STATE
01/11/2012 05:00
CK: 9575 CT: 265834 BH: 1385630
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C193319

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCRETIVE HEALTH, 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 THIRTY-FIRST DAY OF OCTOBER, A.D. 2011.



3677734 8300

111152861

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9126638

DATE: 10-31-11