

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

UHC MANAGEMENT COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of UHC MANAGEMENT COMPANY, INC.

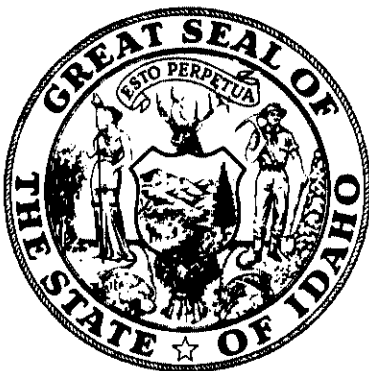
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to UHC MANAGEMENT COMPANY, INC.

to transact business in this State under the name UHC MANAGEMENT COMPANY, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 26, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the 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 UHC Management Company, INC RECEIVED
SEC. OF STATE
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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 Minnesota

4. The date of its incorporation is September 17, 1974 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 300 Opus Center, 9900 Bren Road East, Minnetonka, MN 55343

6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 1459, Rt. 7055, Minneapolis, MN 55440-8001

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Provision of health care cost management to consumers and providers.

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

Name	Office	Address
William D. McGuire, M.D.	President/ Dir Chairman/C.E.O.	300 Opus Center, 9900 Bren Road East Minnetonka, MN 55343
George B. Borkow	Executive Vice President/ Dir	5601 Smetana Dr., Minnetonka, MN 55343
David P. Koppe	Vice President/ Treasurer	5601 Smetana Dr., Minnetonka, MN 55343
Brigid M. Spicola	Secretary	5601 Smetana Dr., Minnetonka, MN 55343
Kevin H. Roche'	Asst. Secretary	5601 Smetana Dr., Minnetonka, MN 55343
_____	_____	_____

(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: November 16, 1990

UHC Management Company, Inc.

(Corporation Name)

By

David P. Koppe
Its President/Vice President (please specify)

David P. Koppe, Vice President

and

Brigid M. Spicola
Its Secretary/Assistant Secretary (please specify)

Brigid M. Spicola, Secretary

STATE OF MINNESOTA

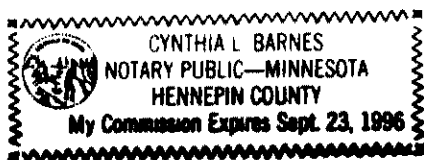
COUNTY OF HENNEPIN

) ss:

I, Cynthia L. Barnes

, a notary public, do hereby certify that on this 16th day of November, 19 90, personally appeared before me David P. Koppe, who being by me first duly sworn, declared that (X)he is the Vice President of UHC Management Company, Inc.

that (X)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.



Cynthia L. Barnes
Notary Public

State of Minnesota

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Certificate of Good Standing

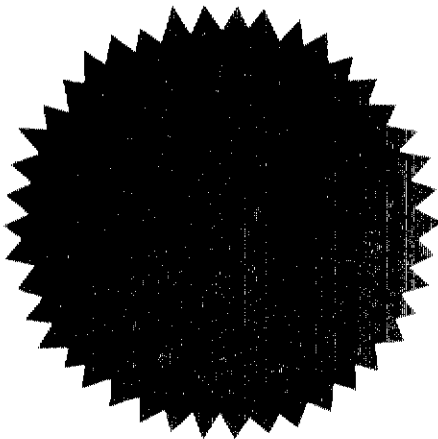
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: UHC Management Company, Inc.

Date Formed: 09/17/1974

Chapter Governed By: 302A

This certificate has been issued on 11/21/90.



Joan Anderson Grove
Secretary of State.