

# State of Idaho

## Department of State

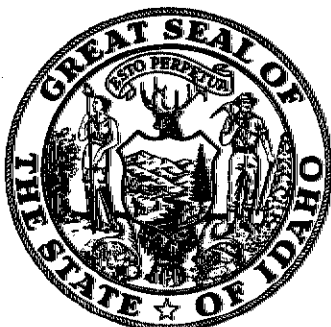
CERTIFICATE OF WITHDRAWAL  
OF

PARTNERS HEALTH GROUP, INC.  
File Number C 97353

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PARTNERS HEALTH GROUP, INC. for a Certificate of Withdrawal from this State, duly executed 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 21, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Redman*

# APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho **Aug 21 10 30 AM '95**

Pursuant to Section 30-1-119, *Idaho Code*, the undersigned Corporation hereby applies for a Certificate of withdrawal from the State of Idaho and for that purpose submits the following statement.

SECRETARY OF STATE  
STATE OF IDAHO

IDAHO SECRETARY OF STATE

8/21/95 9:00:00 AM  
Customer # 21069  
IVC960009401 149152

CORPORATION EXPEDITED SERVICE CHARGE

I - \$ 20.00 = 20.00

1. The name of the corporation is Partners Health Group, Inc.  
The name which it used in Idaho is Partners Health Group, Inc.
2. It is incorporated under the laws of Illinois
3. It is not transacting business in the State of Idaho
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is 1750 E. Golf Road, Ste. 450, Schaumburg, Illinois 60173
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for, and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

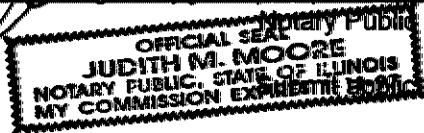
By *Carl H. Fischer* And *A. Clark Waid*  
 Its President/Vice President (please specify) Carl H. Fischer  
 Its Secretary/Assistant Secretary (please specify) A. Clark Waid

STATE OF Illinois )  
 ) ss:  
 COUNTY OF Cook )

I, Judith M. Moore, a notary public, do hereby certify that on this 10<sup>th</sup> day of August, 19 95, personally appeared before me A. Clark Waid, who being by me first duly sworn, declared that (s)he is the Secretary of Partners Health Group, Inc.

that (s)he signed the foregoing documents as Secretary of the corporation that the statements therein contained are true.

*Judith M. Moore*



Office of the Secretary of State  
 Division of Corporations  
 Statehouse, Room 203  
 Boise, Idaho 83720

Secretary of State use only

**IDAHO SECRETARY OF STATE**

8/21/95 9:00:00 AM  
 Customer # 21069  
 IVC960009401 16384

**CORPORATION FOREIGN WITHDRAWAL**