

FILED
FEB 11 11 11 AM '99

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HEALTH VENTURES CORPORATION

RECEIVED

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its articles of incorporation as follows:

1. The name of the corporation is Health Ventures Corporation.
2. The text of each amendment is as follows:

Article IV of the Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

IV.

The purposes for which this corporation is organized shall be and are to transact insurance, including but not limited to disability insurance and the transaction of a managed care plan business, and to transact any other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Article VI of the Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

VI

The aggregate number of shares that this corporation shall have the authority to issue shall be one million (1,000,000) shares of nonassessable voting common stock with \$1.00 (One Dollar) per share par value.

3. The date of adoption of the amendments was December 4, 1998

BOARD SECRETARY OF STATE

02/11/1999 09:00
CK: none CT: 1117 BH: 187328

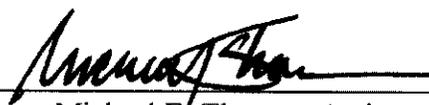
1 @ 38.00 = 38.00 AMEND PROF # 2

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4. The number of shares outstanding and entitled to vote was 83,854.9. The number of shares cast for the amendments was 83,854.9 and the number of shares cast against the amendments was zero.

Dated: December 17, 1998.

Health Ventures Corporation

By 
Michael E. Thomas, Assistant Secretary

State of Idaho
DEPARTMENT OF INSURANCE

DIRK KEMPTHORNE
Governor

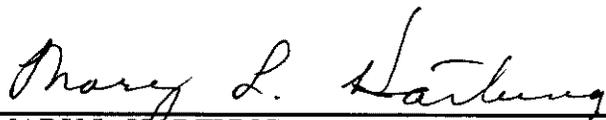
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Phone (208) 334-4250
Fax (208) 334-4298

MARY L. HARTUNG
Director

APPROVAL

The within and foregoing AMENDED ARTICLES of HEALTH VENTURES CORPORATION, having been submitted to the undersigned pursuant to Idaho Code § 41-2827, and the form and the content of the AMENDED ARTICLES having been approved as conforming to law, the undersigned does hereby execute the approval of the office of the Director of the Department of Insurance the 8th day of January, 1999.

IN WITNESS WHEREOF, I have hereto affixed the seal of the Director of the Department of Insurance a Boise, Idaho, this 8th day of January 1999.



MARY L. HARTUNG
Director
Idaho Department of Insurance

(Approval per § 41-2827-Health Ventures-Art)