

State of Idaho

Department of State

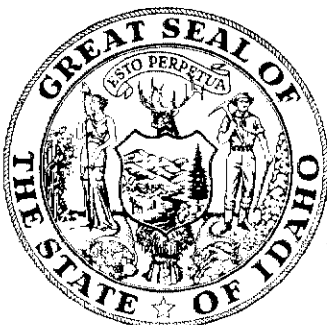
CERTIFICATE OF AUTHORITY OF

U.S. BEHAVIORAL HEALTH
File number C 111610

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of U.S. BEHAVIORAL HEALTH 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 U.S. BEHAVIORAL HEALTH to transact business in this State under the name U.S. BEHAVIORAL HEALTH and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 7, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seikel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

Aug 7 9 18 AM '95
(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 U.S. Behavioral Health

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 California

4. The date of its incorporation is November 30, 1979 and the period of its duration, if other than perpetual, is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2000 Powell Street, Suite 1180, Emeryville, California 94608

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

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 is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

1 @ 20.00 = 20.00
CORPORATION SUR CHARGE
8/7/95 9:00:00 AM
Customer # 9192
IVC960006725 15384
IDaho SECRETARY OF STATE
Corporations and certificate of status to:
Office of the Secretary of State
Division of Corporations
700 West Jefferson, Room 203
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

IDaho SECRETARY OF STATE

8/7/95 9:00:00 AM
Customer # 9192
IVC960006725 15384

CORP CERT AUTHORITY PROFIT

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

Name	Office	Address
See attached list of		

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 7/25/1995

U.S. Behavioral Health

(Corporation Name)

By

Saul Feldman Its President/Vice President (please specify)

and

Matthew Friedman Its Secretary/Assistant Secretary (please specify)

STATE OF California

COUNTY OF Alameda

) ss:

I, Angela Edwards

this 25th day of July, 19 95, personally appeared before

me Saul Feldman, who being by me first duly sworn, declared that (s)he

is the President of

U.S. Behavioral Health

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



Angela Edwards
Notary Public

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

Name	Office	Address
See attached list of		

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 7/25/95

U.S. Behavioral Health

(Corporation Name)

By Saul Feldman Its President/Vice President (please specify)

and Matthew Friedman Its Secretary/Assistant Secretary (please specify)

STATE OF _____) ss:

COUNTY OF _____)

I, _____, a notary public, do hereby certify that on this _____ day of _____, 19____, personally appeared before me Saul Feldman, who being by me first duly sworn, declared that (s)he is the President of _____

U.S. Behavioral Health

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

Notary Public

U.S. BEHAVIORAL HEALTH**List of Officers and Directors**

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Saul Feldman	CEO & President, Chairperson of the Board of Directors	2000 Powell Street, Suite 1180 Emeryville, CA 94608
William Goldman, MD	Senior V.P. & Medical Director; Director	2000 Powell Street, Suite 1180 Emeryville, CA 94608
Gail B. Marcus	Director, Assistant Treasurer	One Tower Square, 9MS Hartford, CT 06183
John A. Volkober	CFO & Treasurer	2000 Powell Street, Suite 1180 Emeryville, CA 94608
Sheila Baler	Vice President, Managed Care	2000 Powell Street, Suite 1180 Emeryville, CA 94608
Ann McClanathan	Vice President, Client Services & Sales	2000 Powell Street, Suite 1180 Emeryville, CA 94608
George A. Ryan	Vice President, Taxes	One Tower Square, 4PB Hartford, CT 06183
James M. Michener	Secretary	One Tower Square, 6MS Hartford, CT 06183
Charles L. Sweeris	Assistant Secretary	2270 Lakeside Blvd., 6th FL Richardson, TX 75082
Seth A. Jacobs	Assistant Secretary	2270 Lakeside Blvd., 6th FL Richardson, TX 75082
P. Alain McMahon	Assistant Secretary	One Tower Square, 4PB Hartford, CT 06183
Matthew Friedman	Assistant Secretary	One Tower Square, 8MS Hartford, CT 06183

9 18 AM '95
10-7

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 30th day of November, 19 79.

U.S. BEHAVIORAL HEALTH

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
24th day of July, 1995



Bill Jones
BILL JONES
Secretary of State