

State of Idaho

Department of State

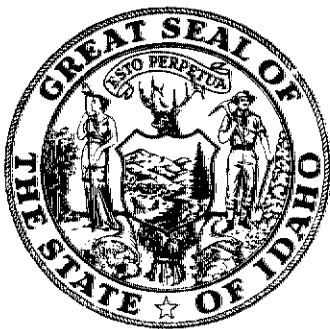
AMENDED CERTIFICATE OF AUTHORITY
OF

BLUE CROSS AND BLUE SHIELD OF OREGON
File Number C 80733

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BLUE CROSS AND BLUE SHIELD OF OREGON for an Amended Certificate of Authority to transact business in 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 Amended Certificate of Authority to REGENCE BLUECROSS BLUESHIELD OF OREGON to transact business in this State under the name REGENCE BLUECROSS BLUESHIELD OF OREGON, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: July 31, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Olivia Hattley

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY



(Instructions on back of application)

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-116, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on March 6 1986 authorizing it to transact business in the State of Idaho under the name of Blue Cross and Blue Shield of Oregon

2. Its corporate name has been changed to Regence BlueCross BlueShield of Oregon

(Note: If the corporate name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is Regence BlueCross BlueShield of Oregon, Inc.

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows: No change.

(Note: If no additional purposes are proposed, insert "No change.")

Dated: June 18, 1997 Regence BlueCross BlueShield of Oregon

(Corporation Name)

By

Its President, Vice President, Secretary, or Assistant Secretary
(please specify)

Secretary of State use only

IDAHO SECRETARY OF STATE

06/30/1997 09:00
CK: 765136 CT: 100300 BH: 16637

1 @ 30.00 = 30.00 AMEND CERT

C 80733

IDAHO SECRETARY OF STATE

SECRETARY OF STATE
97 JUN 30 PM 2:15

97 JUL 31 PM 12:33

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

BLUE CROSS AND BLUE SHIELD OF OREGON

was filed under the Oregon
Nonprofit Corporation Act
on October 7, 1941

Articles of Amendment
were filed on March 28, 1997
changing the name to

REGENCE BLUECROSS BLUESHIELD OF OREGON

I further certify that
REGENCE BLUECROSS BLUESHIELD OF OREGON

is active on the records of the Corporation Division as of the date of this certificate.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

PHIL KEISLING, Secretary of State

By Debbie Virag
Debbie Virag
July 23, 1997