

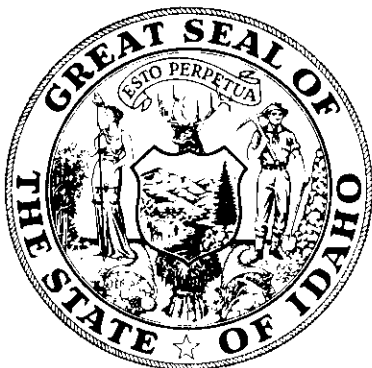


CERTIFICATE OF AUTHORITY
OF
FIRST PACIFIC CORPORATION

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

Dated **January 3, 1983.**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 FIRST PACIFIC CORPORATION
2. *The name which it shall use in Idaho is FIRST PACIFIC CORPORATION
3. It is incorporated under the laws of Oregon
4. The date of its incorporation is 5/24/61 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 4093 Commercial Street South, Salem, Oregon 97302
6. The 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
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Financing and management of accounts receivable
for health professionals
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Jon H. Scott	President & Director	4093 Commercial St. S. Salem, Oregon 97302
Robert Campbell	V.P. & Director	" " "
Mary Ann Frieze	Secy & Director	" " "
Gary S. Vestal	Director	" " "
Richard Kreitzberg	Director	" " "
Marcus Wulf	Director	" " "
Ron Cummings	Director	" " "

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
2,000,000	Common	NPV

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
633,820	Common	NPV

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Dec. 21, 19 82

FIRST PACIFIC CORPORATION

By X Jon H. Scott
Its _____ President

and Mary Ann Frieze
Its _____ Secretary

STATE OF Oregon)
COUNTY OF Marion) ss:

I, Vigil L. Meddum, a notary public, do hereby certify that on
this 21st day of Dec, 19 82, personally appeared before
me Jon H. Scott, who being by me first duly sworn, declared that he
is the President of FIRST PACIFIC CORPORATION

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

Vigil L. Meddum
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Department of Commerce
Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, do hereby certify that I have carefully compared the annexed copy of Articles of Incorporation of AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON, filed May 24, 1961, Articles of Amendment filed February 6, 1962, Articles of Amendment filed November 18, 1963, Articles of Amendment filed May 18, 1964, Articles of Amendment filed September 28, 1964, Articles of Amendment filed February 23, 1965, changing name to HEALTH ACCOUNTING SERVICE, INC., Articles of Amendment filed February 12, 1969, Articles of Amendment filed January 23, 1974, changing name to FIRST PACIFIC CORPORATION, Articles of Merger filed June 20, 1974, merging CASCADE ACCEPTANCE CORPORATION, an Oregon corporation into FIRST PACIFIC CORPORATION, Articles of

State of Oregon

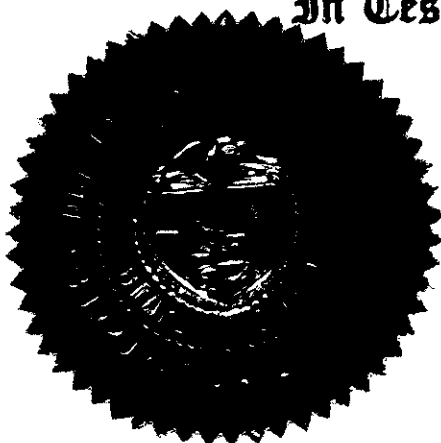
Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, do hereby certify that I have carefully compared the annexed

PAGE 2

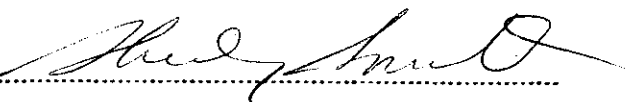
Merger filed June 20, 1974, merging HASCO LEASING, INC., an Oregon corporation into FIRST PACIFIC CORPORATION, Articles of Merger filed June 20, 1974, merging CENTRAL DATA SYSTEMS, INC., an Oregon corporation into FIRST PACIFIC CORPORATION, Articles of Merger filed September 17, 1974, merging HEALTH ACCOUNTS SERVICE, INC., a California corporation into FIRST PACIFIC CORPORATION

with the record now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 13th day of December, 19 82.

Frank J. Healy
Corporation Commissioner

By 

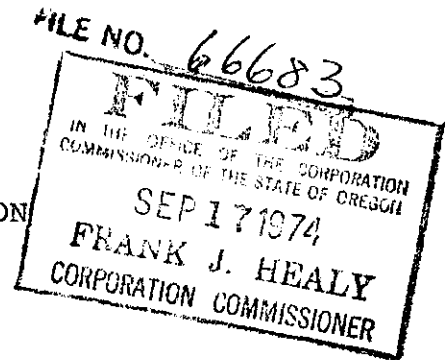
Articles of Merger

of

FIRST PACIFIC CORPORATION
an Oregon corporation

and

HEALTH ACCOUNTS SERVICE, INC.
a California corporation



Pursuant to the provisions of ORS 57.495, the undersigned corporation adopts the following Articles of Merger for the purpose of merging its wholly-owned subsidiary, Health Accounts Service, Inc., a California corporation, into FIRST PACIFIC CORPORATION, an Oregon corporation, which is the surviving corporation.

FIRST: The plan of Merger is that FIRST PACIFIC CORPORATION shall merge with Health Accounts Service, Inc., its wholly-owned subsidiary, which such subsidiary shall cease independent existence and FIRST PACIFIC CORPORATION is the surviving corporation; that all of the assets of such subsidiary shall be transferred and conveyed to FIRST PACIFIC CORPORATION subject to all liabilities of such subsidiary, which liabilities will be assumed by FIRST PACIFIC CORPORATION; the certificates held by FIRST PACIFIC CORPORATION representing all the issued and outstanding shares of the subsidiary shall thereupon be cancelled.

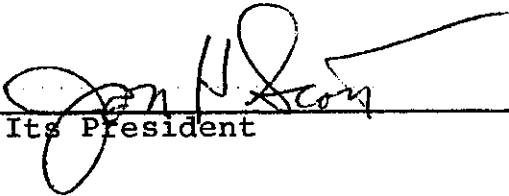
SECOND: The subsidiary has one class of stock which is common stock numbering 200 shares of the par value of \$5.00 per share, and all of such shares are owned by the surviving corporation.

THIRD: FIRST PACIFIC CORPORATION, the sole shareholder of such subsidiary, duly adopted the plan of Merger and waived mailing of a copy thereof in a Resolution dated May 31, 1974; a true copy of such Resolution is attached hereto, marked Exhibit "A", and by this reference made a part hereof.

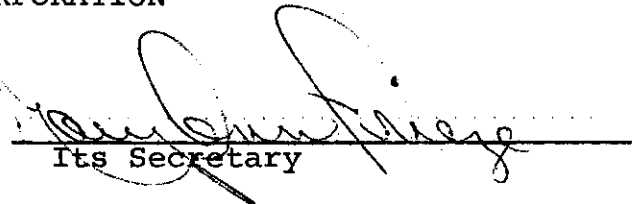
We, the undersigned, declare under penalties of perjury that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

FIRST PACIFIC CORPORATION

By


Its President

AND


Its Secretary

DATED: September 10, 1974.

EXHIBIT "A"

RESOLUTION

BE IT RESOLVED by the Board of Directors of First Pacific Corporation that the following Plan of Merger with Health Accounts Service, Inc., a California corporation, the wholly-owned subsidiary of First Pacific Corporation is hereby adopted:

(a) The name of the subsidiary corporation is Health Accounts Service, Inc.; and the name of the surviving corporation owning 100 percent of the subsidiary's shares is First Pacific Corporation (formerly Health Accounting Service, Inc.);

(b) The manner and basis of converting the shares of the subsidiary into property is as follows: All of the assets of such subsidiary shall be transferred and conveyed to First Pacific Corporation subject to all of the liabilities of such subsidiary which will be assumed by First Pacific Corporation, and the certificates held by First Pacific Corporation representing all the issued and outstanding shares of stock in such subsidiary shall thereupon be canceled.

(c) First Pacific Corporation, the sole shareholder of such subsidiary does hereby waive mailing of a copy of the above Plan of Merger pursuant to ORS 57.495(4).

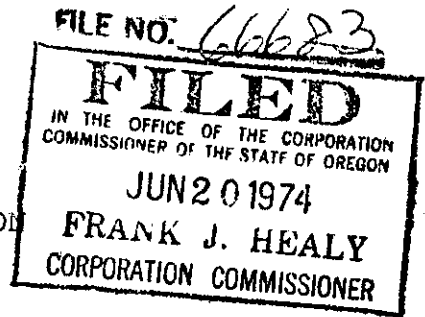
CERTIFICATE

This certifies that the undersigned is the Secretary of First Pacific Corporation, an Oregon corporation, and that the foregoing is a full, true, and correct copy of a Resolution unanimously passed by the Board of Directors thereof at a regular meeting of said Directors at which all of the Directors were present and voting, held on the 31st day of May, 1974.

IN WITNESS WHEREOF I have hereunto set my hand and have affixed the corporate seal of said corporation this 10th day of September, 1974.


Secretary

Articles of Merger
Of
FIRST PACIFIC CORPORATION
and
CENTRAL DATA SYSTEMS, INC.



Pursuant to the provisions of ORS 57.495, the undersigned corporation adopts the following Articles of Merger for the purpose of merging its wholly-owned subsidiary, CENTRAL DATA SYSTEMS, INC., into FIRST PACIFIC CORPORATION, which is the surviving corporation.

FIRST: The plan of Merger is that FIRST PACIFIC CORPORATION shall merge with CENTRAL DATA SYSTEMS, INC., its wholly-owned subsidiary, which such subsidiary shall cease independent existence and FIRST PACIFIC CORPORATION is the surviving corporation; that all of the assets of such subsidiary shall be transferred and conveyed to FIRST PACIFIC CORPORATION subject to all liabilities of such subsidiary, which liabilities will be assumed by FIRST PACIFIC CORPORATION; the certificates held by FIRST PACIFIC CORPORATION representing all the issued and outstanding shares of the subsidiary shall thereupon be cancelled.

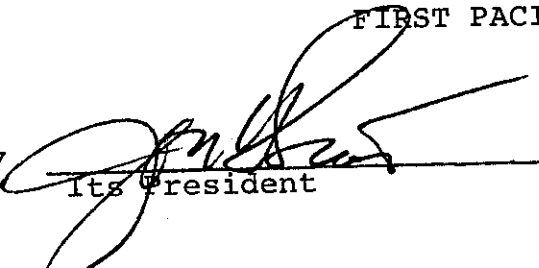
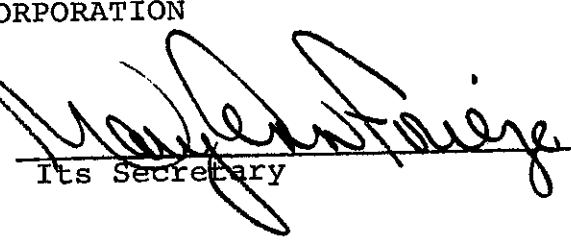
SECOND: The subsidiary has one class of stock which is no par value common stock numbering 100 shares, and all of such shares are owned by the surviving corporation.

THIRD: FIRST PACIFIC CORPORATION, the sole shareholder of such subsidiary, duly adopted the plan of merger and waived

mailing of a copy thereof in a Resolution dated May 31, 1974;
a true copy of such Resolution is attached hereto, marked Exhibit
"A", and by this reference made a part hereof.

We, the undersigned, declare under penalties of perjury
that we have examined the foregoing, and to the best of our
knowledge and belief, it is true, correct and complete.

FIRST PACIFIC CORPORATION

By  and 
Its President Its Secretary

DATED: June 20, 1974.

EXHIBIT A

RESOLUTION

BE IT RESOLVED by the Board of Directors of First Pacific Corporation that the following Plan of Merger with CENTRAL DATA SYSTEMS, INC., the wholly-owned subsidiary of First Pacific Corporation is hereby adopted:

(a) The name of the subsidiary corporation is Central Data Systems, Inc.; and the name of the surviving corporation owning 100 percent of the subsidiary's shares is First Pacific Corporation (formerly Health Accounting Service, Inc.);

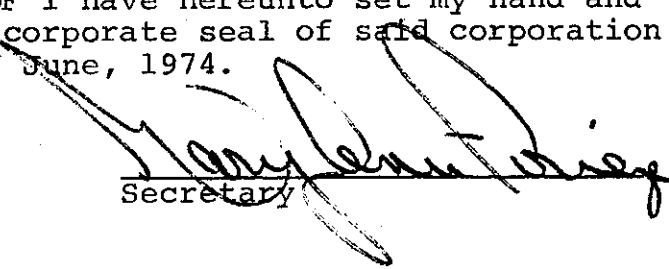
(b) The manner and basis of converting the shares of the subsidiary into property is as follows: All of the assets of such subsidiary shall be transferred and conveyed to First Pacific Corporation subject to all of the liabilities of such subsidiary which will be assumed by First Pacific Corporation, and the certificates held by First Pacific Corporation representing all the issued and outstanding shares of stock in such subsidiary shall thereupon be canceled.

(c) First Pacific Corporation, the sole shareholder of such subsidiary does hereby waive mailing of a copy of the above Plan of Merger pursuant to ORS 57.495(4).

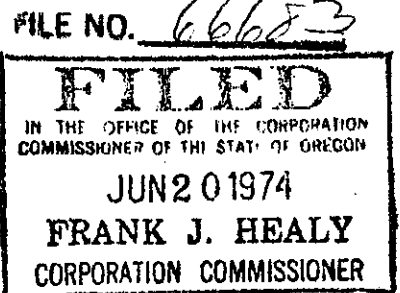
CERTIFICATE

This certifies that the undersigned is the Secretary of First Pacific Corporation, an Oregon corporation, and that the foregoing is a full, true, and correct copy of a Resolution unanimously passed by the Board of Directors thereof at a regular meeting of said Directors at which all of the Directors were present and voting, held on the 31st day of May, 1974.

IN WITNESS WHEREOF I have hereunto set my hand and have affixed the corporate seal of said corporation this 20th day of June, 1974.


Secretary

Articles of Merger
Of
FIRST PACIFIC CORPORATION
and
HASCO LEASING, INC.



Pursuant to the provisions of ORS 57.495, the under-
signed corporation adopts the following Articles of Merger for
the purpose of merging its wholly-owned subsidiary, HASCO LEASING,
INC., into FIRST PACIFIC CORPORATION, which is the surviving
corporation.

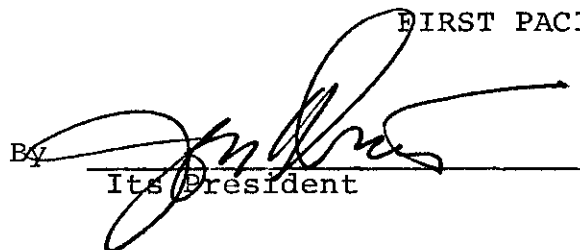
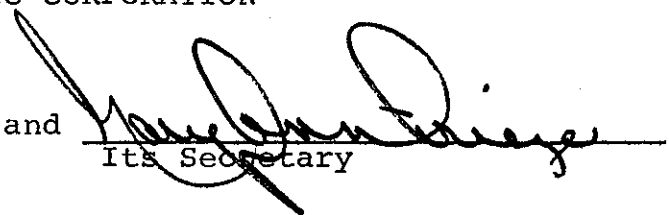
FIRST: The plan of Merger is that FIRST PACIFIC CORPORA-
TION shall merge with HASCO LEASING, INC., its wholly-owned
subsidiary, which such subsidiary shall cease independent existence
and FIRST PACIFIC CORPORATION is the surviving corporation;
that all of the assets of such subsidiary shall be transferred
and conveyed to FIRST PACIFIC CORPORATION subject to all liabilities
of such subsidiary, which liabilities will be assumed by FIRST
PACIFIC CORPORATION; the certificates held by FIRST PACIFIC
CORPORATION representing all the issued and outstanding shares
of the subsidiary shall thereupon be cancelled.

SECOND: The subsidiary has one class of stock which
is no par value common stock numbering 500 shares, and
all of such shares are owned by the surviving corporation.

THIRD: FIRST PACIFIC CORPORATION, the sole shareholder
of such subsidiary, duly adopted the plan of Merger and waived

mailing of a copy thereof in a Resolution dated May 31, 1974;
a true copy of such Resolution is attached hereto, marked Exhibit
"A", and by this reference made a part hereof.

We, the undersigned, declare under penalties of perjury
that we have examined the foregoing, and to the best of our
knowledge and belief, it is true, correct and complete.

FIRST PACIFIC CORPORATION
By  Its President and  Its Secretary

DATED: June 20, 1974.

EXHIBIT A

RESOLUTION

BE IT RESOLVED by the Board of Directors of First Pacific Corporation that the following Plan of Merger with Hasco Leasing, Inc., the wholly-owned subsidiary of First Pacific Corporation is hereby adopted:

- (a) The name of the subsidiary corporation is Hasco Leasing, Inc.; and the name of the surviving corporation owning 100 percent of the subsidiary's shares is First Pacific Corporation (formerly Health Accounting Service, Inc.);
- (b) The manner and basis of converting the shares of the subsidiary into property is as follows: All of the assets of such subsidiary shall be transferred and conveyed to First Pacific Corporation subject to all of the liabilities of such subsidiary which will be assumed by First Pacific Corporation, and the certificates held by First Pacific Corporation representing all the issued and outstanding shares of stock in such subsidiary shall thereupon be canceled.
- (c) First Pacific Corporation, the sole shareholder of such subsidiary does hereby waive mailing of a copy of the above Plan of Merger pursuant to ORS 57.495(4).

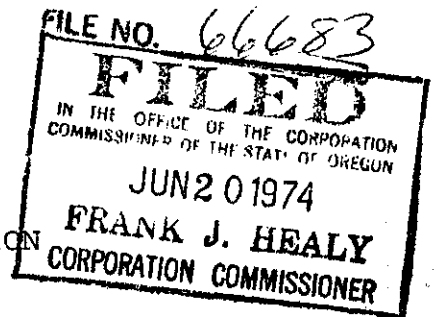
CERTIFICATE

This certifies that the undersigned is the Secretary of First Pacific Corporation, an Oregon corporation, and that the foregoing is a full, true, and correct copy of a Resolution unanimously passed by the Board of Directors thereof at a regular meeting of said Directors at which all of the Directors were present and voting, held on the 31st day of May, 1974.

IN WITNESS WHEREOF I have hereunto set my hand and have affixed the corporate seal of said corporation this 20th day of June, 1974.


Secretary

Articles of Merger
of
FIRST PACIFIC CORPORATION
and
CASCADE ACCEPTANCE CORPORATION



Pursuant to the provisions of ORS 57.495, the undersigned corporation adopts the following Articles of Merger for the purpose of merging its wholly-owned subsidiary, CASCADE ACCEPTANCE CORPORATION, into FIRST PACIFIC CORPORATION, which is the surviving corporation.

FIRST: The plan of Merger is that FIRST PACIFIC CORPORATION shall merge with CASCADE ACCEPTANCE CORPORATION, its wholly-owned subsidiary, which such subsidiary shall cease independent existence and FIRST PACIFIC CORPORATION is the surviving corporation; that all of the assets of such subsidiary shall be transferred and conveyed to FIRST PACIFIC CORPORATION subject to all liabilities of such subsidiary, which liabilities will be assumed by FIRST PACIFIC CORPORATION; the certificates held by FIRST PACIFIC CORPORATION representing all the issued and outstanding shares of the subsidiary shall thereupon be cancelled.

SECOND: The subsidiary has one class of stock which is no par value common stock numbering 60 shares, and all of such shares are owned by the surviving corporation.

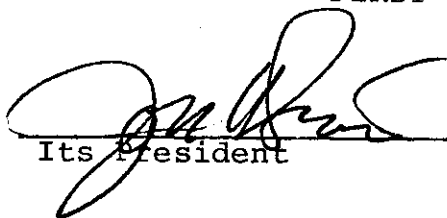
THIRD: FIRST PACIFIC CORPORATION, the sole shareholder of such subsidiary, duly adopted the plan of Merger and waived mail-

ing of a copy thereof in a Resolution dated May 31, 1974; a true copy of such Resolution is attached hereto, marked Exhibit "A", and by this reference made a part hereof.

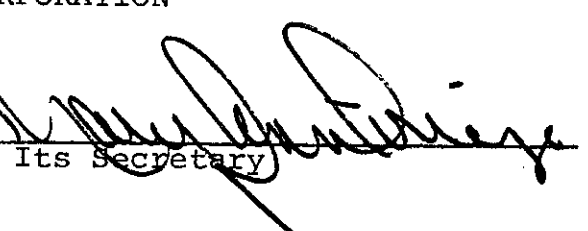
We, the undersigned, declare under penalties of perjury that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

FIRST PACIFIC CORPORATION

By


Its President

and


Its Secretary

DATED: June 20, 1974.

EXHIBIT A

RESOLUTION

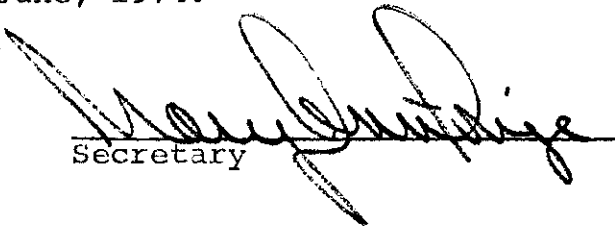
BE IT RESOLVED by the Board of Directors of First Pacific Corporation that the following Plan of Merger with CASCADE ACCEPTANCE CORPORATION, the wholly-owned subsidiary of First Pacific Corporation is hereby adopted:

- (a) The name of the subsidiary corporation is Cascade Acceptance Corporation; and the name of the surviving corporation owning 100 percent of the subsidiary's shares is First Pacific Corporation (formerly Health Accounting Service, Inc.);
- (b) The manner and basis of converting the shares of the subsidiary into property is as follows: All of the assets of such subsidiary shall be transferred and conveyed to First Pacific Corporation subject to all of the liabilities of such subsidiary which will be assumed by First Pacific Corporation, and the certificates held by First Pacific Corporation representing all the issued and outstanding shares of stock in such subsidiary shall thereupon be canceled.
- (c) First Pacific Corporation, the sole shareholder of such subsidiary does hereby waive mailing of a copy of the above Plan of Merger pursuant to ORS 57.495(4).

CERTIFICATE

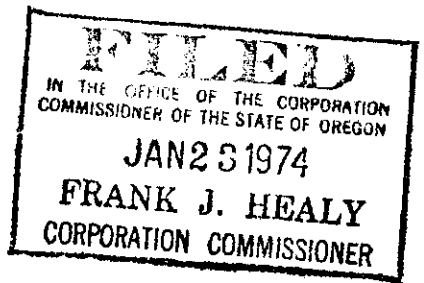
This certifies that the undersigned is the Secretary of First Pacific Corporation, an Oregon corporation, and that the foregoing is a full, true, and correct copy of a Resolution unanimously passed by the Board of Directors thereof at a regular meeting of said Directors at which all of the Directors were present and voting, held on the 31st day of May, 1974.

IN WITNESS WHEREOF I have hereunto set my hand and have affixed the corporate seal of said corporation this 20th day of June, 1974.


Secretary

66683
FILE NO. ~~734/33~~

ARTICLES OF AMENDMENT
OF
HEALTH ACCOUNTING SERVICE, INC.



Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote thereon adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is: HEALTH ACCOUNTING SERVICE, INC.
2. The following amendment of the Articles of Incorporation was adopted by the shareholders on December 13, 1973:

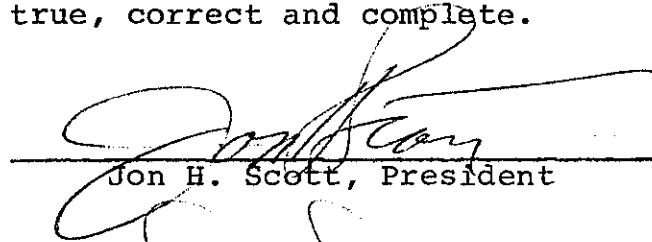
ARTICLE I

The name of the corporation is FIRST PACIFIC CORPORATION, and the duration thereof shall be perpetual.

3. Indicate total number of shares which, at time of adoption of amendment, were outstanding 560,020; entitled to vote thereon 560,020; voted for amendment 260,473; voted against amendment none.

4. No shares of any class were entitled to vote on such amendment as a class.

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.


Jon H. Scott, President

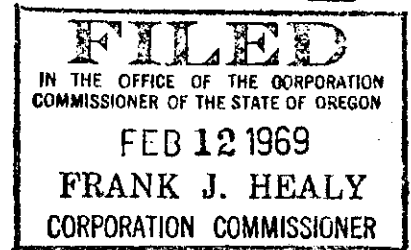

Mary Ann Frieze, Secretary

DATED: January 22, 1974.

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

HEALTH ACCOUNTING SERVICE, INC.

FILE NO. 66683



Pursuant to the provisions of ORS 57.370 of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is Health Accounting Service, Inc.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on October 8, 1968, in the manner prescribed by the Oregon Business Corporation Act, and the text of the amendment is as follows:

ARTICLE VI

The authorized capital stock of this corporation shall be (2,000,000) Two Million shares of no par value stock.

3. The number of shares of the corporation outstanding at the time of such adoption was 553,361; the number of shares entitled to vote thereon was 553,361; the number of shares voted for such amendment was 338,076; and the number of shares voted against such amendment was 4,897.

4. That the manner in which such amendment to Article VI of the Articles of Incorporation effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment to Article VI of the Articles of Incorporation, is as follows:

That the authorized capital stock of said corporation is increased from One Million (1,000,000) shares without par value to Two Million (2,000,000) shares without par value.

5. That the Articles of Incorporation were further amended to add thereto Article VIII to read as follows:

ARTICLE VIII

No stockholder of the corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized or to any obligation convertible into stock of the corporation, issued or sold, nor any right, option or warrant of subscription to any thereof other than such, if any, and at such a price as the Board of Directors, in its discretion from time to time may determine, pursuant to the authority hereby conferred by the certificate of incorporation, and the Board of Directors may issue stock of the corporation or obligations convertible into stock without offering such issue of stock either in whole or in part to the stockholders of the corporation, and no holder of preferred stock hereafter authorized of the corporation shall have any pre-emptive or preferential right to receive any of such shares or obligations declared by way of dividend. Should the Board of Directors, as to any portion of the stock of the corporation, whether or not hereafter authorized, or to any obligation convertible into stock of the corporation, offer the same to the stockholders or any class thereof, such offer shall not in any way constitute a waiver or release of the right of the Board of Directors subsequently to dispose of other portions of such stock or obligations without so offering the same to the stockholders. The acceptance of stock in the corporation shall be a waiver of any such pre-emptive or preferential right which in the absence of the provision might otherwise be asserted by stockholders of the corporation or any of them.

6. The number of shares of the corporation outstanding at the time of such adoption was 553,361; the number of shares entitled to vote thereon was 553,361; the number of shares voted for such amendment was 335,276; and the number of shares voted against such amendment was 7,697.

DATED this 10th day of February, 1969.

HEALTH ACCOUNTING SERVICE, INC.
an Oregon corporation

By Claude A. Miller
Claude A. Miller, President

By Jon H. Scott
Jon H. Scott, Secretary

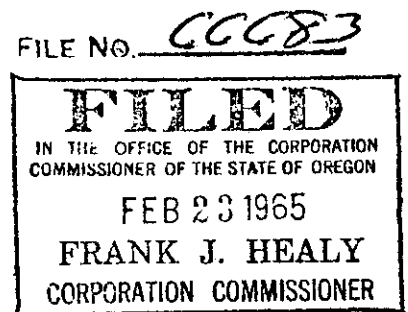
STATE OF OREGON)
County of Marion) ss.

I, Mary Ann Finner, a notary public,
do hereby certify that on this 10th day of February, 1969,
personally appeared before me Claude A. Miller and Jon H.
Scott, who each being by me first duly sworn, severally de-
clared that they are the President and Secretary who signed
the foregoing document as such officers of said corporation,
and that the statements therein contained are true.

Mary Ann Finner
Notary Public for Oregon

My Commission expires: 7-8-71

Articles of Amendment
to the
Articles of Incorporation
of



AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON

Pursuant to the provisions of ORS 57.370 of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is American Health Credit Plan, Inc.
of Oregon

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on April 20, 1964, in the manner prescribed by the Oregon Business Corporation Act, and the text of the amendment is as follows:

RESOLVED, that Article I of the Articles of Incorporation of American Health Credit Plan, Inc. of Oregon be amended to change the name of the corporation and that Article I be amended to read as follows:

Article I

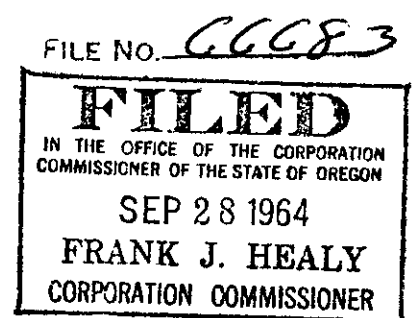
The name of the corporation is Health Accounting Service, Inc., and the duration thereof shall be perpetual.

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows:

By X Claude A. Miller
and Otto E. Hallen
Its _____ President
Its _____ Secretary

Gene M. Hayden
Notary Public for Oregon
My Commission expires: 6-10-64

Articles of Amendment
to the
Articles of Incorporation
of



AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON

Pursuant to the provisions of ORS 57.370 of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on September 14, 1964, in the manner prescribed by the Oregon Business Corporation Act, and the text of the amendment is as follows:

RESOLVED that the following Article VII be added to the Articles of Incorporation and that this proposed amendment to the Articles of Incorporation be submitted to a vote at the annual meeting of the stockholders on September 14, 1964:

"ARTICLE VII

At any meeting of the shareholders a quorum shall consist of one-third of the shares entitled to vote at the meeting unless the vote of a greater number is otherwise required by the private corporation laws of Oregon."

3. The number of shares of the corporation outstanding at the time of such adoption was 219,190, and the number of shares entitled to vote thereon was 219,190; the number of shares voted for such amendment was 132,045, and the number of shares voted against such amendment was none

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows:

Dated September 23, 19 64

AMERICAN HEALTH CREDIT PLAN, INC. OF
OREGON

By William R. Froman
and Otis E. Holland Its Vice President
Its Secretary

STATE OF OREGON,

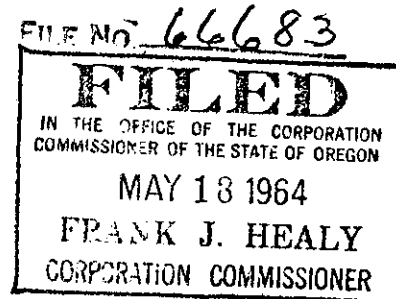
County of LANE } ss.

I, Elizabeth B. Robidou, a notary public, do hereby certify that on this 25th day of September, 19 64, personally appeared before me William R. Froman and Otis Holland, who each being by me first duly sworn, severally declared that they are the Vice President and Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.

Elizabeth B. Robidou
Notary Public for Oregon

My commission expires: 6-10-66

Articles of Amendment
to the
Articles of Incorporation
of



AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON

Pursuant to the provisions of ORS 57.370 of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is American Health Credit Plan, Inc. of Oregon

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on April 20, 1964, in the manner prescribed by the Oregon Business Corporation Act, and the text of the amendment is as follows:

RESOLVED, that Article VI of the Articles of Incorporation of American Health Credit Plan, Inc. of Oregon be amended to increase the authorized shares of stock from 30,000 shares to 1,000,000 shares, and that Article VI be amended to read as follows:

VI

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares without par value.

STATEMENT

The following resolution was also unanimously adopted by the stockholders on April 20, 1964:

RESOLVED that upon the filing of the amendment to Article VI of the Articles of Incorporation each certificate representing one or more capital shares of the stock of this corporation without par value which shall be issued and outstanding at the time of the filing shall represent ten shares of the same capital stock without par value; and the corporation shall issue to each certificate holder of record an additional certificate representing nine shares of capital stock without par value for each share of capital stock without par value represented by such outstanding stock certificate.

3. The number of shares of the corporation outstanding at the time of such adoption was 21,919, and the number of shares entitled to vote thereon was 21,000; the number of shares voted for such amendment was 12,877, and the number of shares voted against such amendment was none.

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows:

Dated May 14, 1964.

AMERICAN HEALTH CREDIT PLAN, INC. OF
OREGON

By William R. Froman

Its Vice- President

and Otis E. Holland

Its Secretary

STATE OF OREGON,

County of LANE

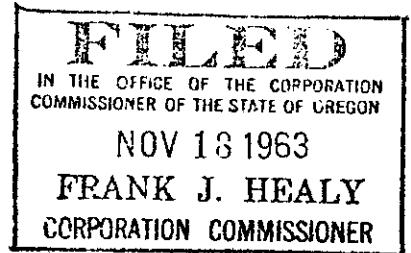
} ss.

I, Elizabeth B. Robidou, a notary public, do hereby certify that on this 14 day of May, 1964, personally appeared before me William R. Froman and Otis E. Holland, who each being by me first duly sworn, severally declared that they are the Vice- President and Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.

Elizabeth B. Robidou
Notary Public for Oregon

My commission expires: 6-10-66

Articles of Amendment
to the
Articles of Incorporation
of

FILE NO. 66683

AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON

Pursuant to the provisions of ORS 57.370 of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is American Health Credit Plan, Inc. of Oregon

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on September 9, 19 63, in the manner prescribed by the Oregon Business Corporation Act, and the text of the amendment is as follows:

Article II of the original Articles of Incorporation is amended to read as follows:

1. To provide a health expense credit card service for individuals and groups in this state as a licensee of American Health Credit Inc., and to charge for such services.

2. To provide a budget-type repayment plan for such credit card holders.

3. To issue bonds, debentures, or other obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

4. To engage in any business incidental to any of the purposes above named.

5. To do and perform any and all other acts necessary for the furtherance and the proper prosecution of each and all of the corporate business and purposes hereinbefore set forth.

6. To buy, sell, collect, hypothecate, pledge and deal in contracts, notes, stocks, bonds, claims, accounts, and other securities and evidences of indebtedness.

7. To provide health credit to individuals and to groups of individuals and to enter contracts with groups, associations and organizations to provide this credit service to their members, patrons, customers or patients, and to enter contracts for the repayment and guarantee of repayment of sums paid under this credit extension.

8. To purchase, sell, own, hold, use, exchange, convey, lease or otherwise deal in all kinds of real and personal property and to lend and borrow money, to act as guarantor or surety on obligations, to issue and receive notes, mortgages or other evidences of indebtedness in connection with its business or operation, and to enter into a profit sharing arrangement or joint venture or become a general partner in a partnership.

3. The number of shares of the corporation outstanding at the time of such adoption was 10,903, and the number of shares entitled to vote thereon was 10,903; the number of shares voted for such amendment was 7,974, and the number of shares voted against such amendment was None

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows: None

Dated September 9, 19 63

AMERICAN HEALTH CREDIT PLAN, INC.
OF OREGON

By

Frank V. Prime

Its _____ President

and

William R. Froman

Its _____ Secretary

STATE OF OREGON,

County of Lane

} ss.

I, Otto F. Vonderheit, a notary public, do hereby certify that on this 9th day of September, 1963, personally appeared before me Frank V. Prime and William R. Froman, who each being by me first duly sworn, severally declared that they are the _____ President and _____ Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.

O. F. Vonderheit

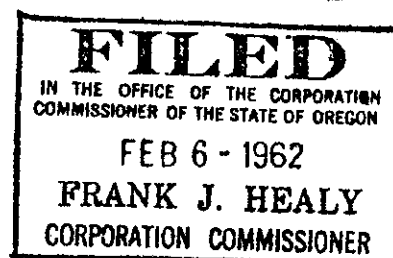
Notary Public for Oregon

My commission expires: 8-6-66

Articles of Amendment
to the
Articles of Incorporation
of

AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON

FILE NO. 66683



Pursuant to the provisions of ORS 57.370 of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on February 3, 1962, in the manner prescribed by the Oregon Business Corporation Act, and the text of the amendment is as follows:

RESOLVED, that Article VI of the Articles of Incorporation of American Health Credit Plan, Inc., of Oregon, be amended to increase the authorized shares of stock from 4,762 to 30,000 shares, and that Article VI be amended to read as follows:

VI

The aggregate number of shares which the corporation shall have authority to issue is 30,000 shares without par value.

3. The number of shares of the corporation outstanding at the time of such adoption was ...2,102....., and the number of shares entitled to vote thereon was ...2,102.....; the number of shares voted for such amendment was ...2,102....., and the number of shares voted against such amendment wasnone.....

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows:

None

Dated February 3....., 1962...

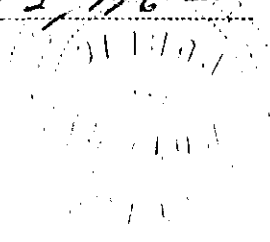
AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON
By * Frank V. Prime Its _____ President
and + Edward Johnson Its _____ Secretary

STATE OF OREGON,
County of Lane } ss.

I, Robert L. Prime....., a notary public, do hereby certify that on this 3rd..... day of February....., 1962., personally appeared before me Frank V. Prime..... and Edward Johnson....., who each being by me first duly sworn, severally declared that they are the President and Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.

Robert L. Prime.....
Notary Public for Oregon

My commission expires: April 2, 1964

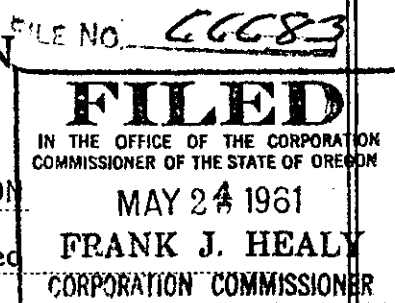


Before filling out this form,
see notes on reverse.

ARTICLES OF INCORPORATION OF

AMERICAN HEALTH CREDIT PLAN, INC., OF OREGON

KNOW ALL MEN BY THESE PRESENTS, That we, The undersigned



each a natural person of the age of twenty-one years or more, hereby do associate and form ourselves into a corporation under and pursuant to the laws of the State of Oregon relative to private corporations and hereby do adopt, execute and verify, in duplicate, the following ARTICLES OF INCORPORATION thereof:

ARTICLE I.

The name of the corporation is AMERICAN HEALTH CREDIT PLAN, INC. OF OREGON

and the duration thereof shall be perpetual.

ARTICLE II.

The purpose or purposes for which the corporation is organized shall be:

1. To provide a health expense credit card service for individuals and groups in this state as a licensee of American Health Credit Inc., and to charge for such services.
2. To provide a budget-type repayment plan for such credit card holders.
3. To issue bonds, debentures, or other obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.
4. To engage in any business incidental to any of the purposes above named, ~~and to engage in and carry on any other business that the Board of Directors may deem to be to the advantage of the corporation, and in which the corporation may, without securing special charter, lawfully engage.~~
5. To do and perform any and all other acts necessary for the furtherance and the proper prosecution of each and all of the corporate business and purposes hereinbefore set forth.

Lastly, to do any and all other acts and things necessary, incident, proper, desirable or convenient for carrying out the purposes of this corporation or any of them, and generally to engage in any or all of the foregoing enterprises, businesses and occupations, either within or without the State of Oregon or the United States. The foregoing enumeration of powers is not intended and shall not be held to limit or restrict in any manner the general powers of this corporation under the laws of the State of Oregon.

ARTICLE III.

The address of said corporation's initial registered office is.....

33 - 10th Avenue, East, Eugene
(Do not use post office box number; use street address only) (City)

Oregon, and the name of its initial registered agent at said address is:.....

George W. Bethell

ARTICLE IV.

The number of directors constituting the initial board of directors is..... and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors be elected and qualified are:

NAME	ADDRESS
Edward Johnson	3560 High St., Eugene, Oregon
Fred C. Warner	638 Jefferson St., Eugene, Oregon
Frank V. Prime	1374 Willamette St., Eugene, Oregon

ARTICLE V.

The name and address (including street and number, if any) of each of the incorporators of said corporation is:

NAME	ADDRESS
Edward Johnson	3560 High St., Eugene, Oregon
Fred C. Warner	638 Jefferson St., Eugene, Oregon
Frank V. Prime	1374 Willamette St., Eugene, Oregon

ARTICLE VI.

The aggregate number of shares which the corporation shall have authority to issue is 4762. Unless otherwise hereinafter stated, all said shares shall be of one class: Common.

no par value

ARTICLE VII.

ARTICLE VIII.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in duplicate on this, the 23rd

day of May, 19 61.

(SEAL)

(SEAL)

(SEAL)

STATE OF OREGON,

County of Lane

ss.

I, Edward Johnson, and I, Frank V. Prime, and I, Fred C. Warner

each being first duly sworn, each for himself and not one for the other, depose and say:

That I have read the foregoing Articles of Incorporation and that all things set forth therein are true as I verily believe.

x Edward Johnson
x Frank V. Prime
x Fred C. Warner

Subscribed and sworn to before me this 23rd day of May 1961

Notary Public for Oregon
My commission expires December 22nd, 1962

(SEAL)

File No. Articles of Incorporation (FORM No. 161)

Business—For Gain

806 STEVENS-NESS LAW PUB. CO., PORTLAND, ORE.

NOTES:

1. See generally, the Oregon Business Corporation Act in Chapter 57 of Oregon Revised Statutes.
2. Three or more natural persons, each of the age of twenty-one years or more, may act as incorporators of a corporation by signing, verifying and delivering, in duplicate, to the Corporation Commissioner of the State of Oregon, Salem, Oregon, articles of incorporation for such corporation (ORS Section 57.306).
3. The corporate name as set forth in the foregoing Article I shall contain the word "Corporation," "Company," "Incorporated" or "Limited" or an abbreviation of one of such words (ORS Section 57.045).
4. If the duration of the corporation is to be limited, insert in Article I the date on which the existence of the corporation shall terminate and delete the word "perpetual."
5. Broad general powers are granted to each corporation in ORS Section 57.030. Unless the incorporators so desire, it is not necessary to re-state any of them in the foregoing Article II.
6. In the foregoing Article VI, the par value of each share should be set forth or a statement that the shares are without par value, as the case may be; further, if the shares are to be divided into classes, the designation of each class, the number of shares of each class and a statement of the preferences, limitations and relative rights in respect of the shares of each class should be set forth in the same Article (ORS Section 57.311).
7. If the corporation is to issue shares of any preferred or special class in series, then the designation of each series and a statement of the variations in the relative rights and preferences as between series and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series should be set forth in the foregoing Article VII.
8. In the foregoing Article VIII, the incorporators may set forth any provision not inconsistent with law which they may elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation.