

State of Idaho

Office of the Secretary of State

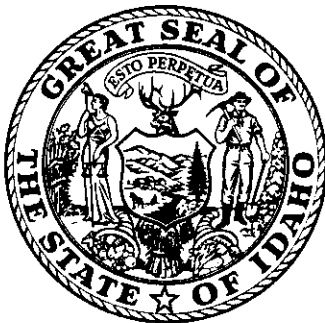
**CERTIFICATE OF AUTHORITY
OF
NATIONAL MEDICAL HEALTH CARD SYSTEMS, INC.**

File Number C 162773

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 6 October 2005



Ben Yursa
SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

National Medical Health Card Systems, Inc.

2. The name which it shall use in Idaho is: National Medical Health Card Systems, Inc.

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 12/21/02

5. The address of its principal office is:

26 Harbor Park Drive, Port Washington, New York, 11050

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

7. The street address of its registered office in Idaho is: 1401 Shoreline Dr, Ste 2, Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name	Office	Address
<u>SEE ATTACHED SHEET</u>		

Dated: 08/11/05

Signature: *Jonathan Friedman*

Typed Name: Jonathan Friedman

Capacity: Secretary

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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form\appforcertauthrty_profit.pmd
Revised 06/2005

IDAHO SECRETARY OF STATE
10/06/2005 05:00
CK: 45357 CT: 193013 BH: 915566
1 @ 100.00 = 100.00 AUTH PRO # 2

Web Form

C 142773

FILED EFFECTIVE

IDAHO SECRETARY OF STATE
10/06/2005 05:00
CK: 463152 CT: 74104 BH: 915563
1 @ 20.00 = 20.00 EXPEDIT C # 2

NATIONAL MEDICAL HEALTH CARD SYSTEMS, INC.
As of 6/05

<u>Name</u>	<u>Title</u>	<u>Address</u>
James Bigl	Chairman of the Board	26 Harbor Park Drive Port Washington, NY 11050
James F. Smith	Chief Executive Officer, President + Director	26 Harbor Park Drive Port Washington, NY 11050
Tery Baskin	Chief Marketing Officer	26 Harbor Park Drive Port Washington, NY 11050
Stuart Fleischer	Chief Financial Officer	26 Harbor Park Drive Port Washington, NY 11050
Bill Masters	Chief Information Officer	26 Harbor Park Drive Port Washington, NY 11050
Jay Flanick	President, NMHC Mail	9994 Premier Pkwy Miramar, FL 33025
Mark Adkison	President, NMHC Ascend	53 Darling Ave S Portland, ME 04106
Patrick McLaughlin	President, PBM Services	23 British American Blvd. Latham, NY 12110
Jonathan Friedman	Vice President – Legal Affairs and Corporate Secretary	26 Harbor Park Drive Port Washington, NY 11050
Paul J. Konigsberg	Director	440 Park Avenue, 10 th Fl New York, NY 10016
Gerald Angowitz	Director	37 Fieldstone Lane Oyster Bay, NY 11771
Steven B. Klinsky	Director	New Mountain Capital LLC 787 Seventh Avenue New York, New York 10019
Michael B. Ajouz	Director	New Mountain Capital LLC 787 Seventh Avenue New York, New York 10019

<u>Name</u>	<u>Title</u>	<u>Address</u>
Robert R. Grusky	Director	New Mountain Capital LLC 787 Seventh Avenue New York, New York 10019
G. Harry Durity	Director	New Mountain Capital 787 Seventh Avenue New York, NY 10019
Michael T. Flaherman	Director	New Mountain Capital LLC 787 Seventh Avenue New York, NY 10019
David E. Shaw	Director	New Mountain Capital LLC 787 Seventh Avenue New York, NY 10019

Delaware

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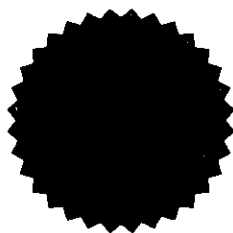
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL MEDICAL HEALTH CARD SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NATIONAL MEDICAL HEALTH CARD SYSTEMS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4206712

DATE: 10-05-05