

Commonwealth of Kentucky 168831

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

AMENDED CERTIFICATE OF AUTHORITY OF

TPA, INC. RESOLUTION THIRD PARTY ADMINISTRATORS, INC.

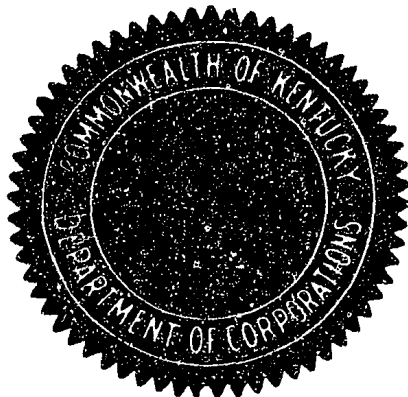
I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of TPA, INC. RESOLUTION THIRD PARTY ADMINISTRATORS, INC.

for an amended Certificate of Authority to transact business in this state, duly signed and verified pursuant to the provisions of the Kentucky Revised Statutes Chapter 271A, have been received in this office and are in conformance with the law.

Accordingly, as Secretary of State and by virtue of the Authority vested in me by law, I hereby issue this Amended Certificate of Authority to
TPA, INC. RESOLUTION THIRD PARTY ADMINISTRATORS, INC.

to transact business in this state under the name of
THIRD PARTY ADMINISTRATORS, INC.

for the purposes set forth in the application for an Amended Certificate of Authority.



SECRETARY OF STATE

Witness my official signature and seal of office this 11TH
day of OCTOBER, 19 82 at Frankfort, Kentucky.

Francis Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

270990

TPA, INC.

Pursuant to the provisions of Kentucky Revised Statutes Chapter 271A the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Kentucky, and for that purpose submits the following statement:

First: A Certificate of Authority was issued to the above corporation by the Secretary of State of Kentucky on July 22 1982, authorizing said corporation to transact business in the state of Kentucky under the name of TPA, INC.

Second: The corporate name of the corporation has been changed to THIRD PARTY ADMINISTRATORS, INC.

Third: The name which it elects to use hereafter in Kentucky is THIRD PARTY ADMINISTRATORS, INC.

Fourth: The corporation desires to pursue in the transaction of business in Kentucky other or additional purposes than those set forth in its prior application for a Certificate of Authority as follows:

No Change

Fifth: A duly certified copy of the amendments to the articles of incorporation setting forth the above changes is attached, or has been submitted previously.

Dated Aug 6 1982.

Verify by one officer.

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

OCT 11 1982

LA 2000

[Signature]
SECRETARY OF STATE

THIRD PARTY ADMINISTRATORS, INC.
CORPORATION

By *[Signature]*

PRESIDENT ~~XXXXXXXXXXXXXXXXXXXX~~
S. Wayne Adamik

By *[Signature]*

SECRETARY ~~XXXXXXXXXXXXXXXXXXXX~~
Barbara J. Wiggins



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

THIRD PARTY ADMINISTRATORS, INC.
(FORMERLY TPA, INC.)

ARTICLES OF AMENDMENT

SEPTEMBER 10, 1982

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

..6..... day ofOctober..... A. D. 19 ..82.

David A. Nease

Secretary of State

vbs



SEP 1 0 1982

Clerk II S
Corporations Section

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
TPA, INC.

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which amend Article One thereof so as to change the name of the corporation:

ARTICLE ONE. The name of the corporation is TPA, Inc.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on July 28, 1982.

The amendment alters or changes Article One of the amended Articles of Incorporation and Article One is hereby amended to read as follows:

ARTICLE ONE. The name of the corporation is
Third Party Administrators, Inc.

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote was 1,000.

ARTICLE FOUR. The holders of all the shares of the corporation outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

ARTICLE FIVE. The amendment does not involve any exchange, reclassification or cancellation of issued shares.

ARTICLE SIX. The said amendment does not effect a change in the amount of stated capital of the corporation.

DATED: July 28, 1982.

TPA, INC.

By *S. Wayne Adamik*, President

By *Barbara J. Wiggins*, Secretary

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Before me, the undersigned authority, on this day personally appeared S. Wayne Adamik, President of TPA, Inc. and Barbara J. Wiggins, Secretary of TPA, Inc., known to me to be the persons and officers who signed the foregoing instrument; and, after being duly sworn by me did state on oath that they did execute the same as the act and deed of TPA, Inc. and in the capacities therein stated, and that the statements contained therein are true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME this 28th day of July, 1982.

Alvin J. Reese
Notary Public in and for the
State of Texas

My commission expires:
1-29-86

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
REPUBLIC NATIONAL BANK BUILDING, DALLAS, TEX. 75201 • (214) 748-4937
MAILING ADDRESS: P.O. BOX 807, DALLAS, TEX. 75221

October 8, 1982

SECRETARY OF STATE
RECEIVED

OCT 11 1982

RE: TPA, INC. (Texas Domestic) (JU 22061-9)
Changing Name to:
THIRD PARTY ADMINISTRATORS, INC.

COMMONWEALTH OF KENTUCKY

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

Dear Sir:

Pursuant to the instructions of counsel named below, we enclose for filing on behalf of the above corporation, which is authorized to do business in your state,

AMENDMENT.

Check in payment of the required filing fee is attached.
Please forward the usual evidence of filing to this office.

Very truly yours,

C T CORPORATION SYSTEM

By Betty Crenshaw
Betty Crenshaw
Service Representative

COUNSEL: Mr. David Slottje, Attorney
Gardere & Wynne
1500 Diamond Shamrock Tower
Dallas, Texas 75201

SPECIAL INSTRUCTIONS:

BC/ga
Encls.