

ARTICLES OF INCORPORATION

OF

MEDSAV ADMINISTRATORS, INC.

10/16/1998-40583

11:16 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
003 CRH 90.00

1. The name of the corporation is MedSav Administrators, Inc.
2. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1,000 shares of common stock, par value \$1.00 per share.
3. The street address of the initial registered office of the corporation is 2025 Trammell Chase Drive, Birmingham, Alabama 35244, and the name of its initial registered agent at that office is Leo J. Pecher.
4. The name and address of the incorporator of the corporation is Leo J. Pecher, 2025 Trammell Chase Drive, Birmingham, Alabama 35244.
5. The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as the director until the first annual meeting of shareholders and until his successor is elected and shall qualify is as follows:

Name

Address

Leo J. Pecher


2025 Trammell Chase Drive
Birmingham, Alabama 35244

6. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to, providing third party administrative services to sponsors of health and welfare plans.

7. The shareholders of the corporation reserve the right to adopt the initial bylaws of the corporation.

8. The business and affairs of the corporation shall be managed and regulated by the board of directors of the corporation.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 15th day of October, 1998.


Leo J. Pecher

Inst # 1998-40583

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

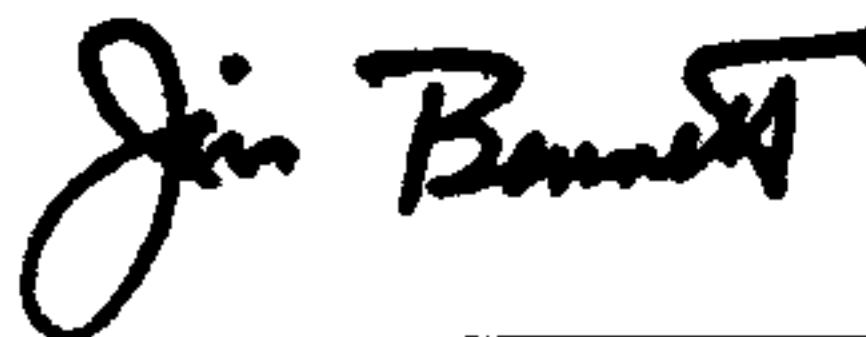
MedSav Administrators, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jack Payne, 600 North 20th Street Ste 400, Birmingham, AL 35203 for a period of one hundred twenty days beginning October 7, 1998 and expiring February 5, 1999.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 7, 1998

Date



Jim Bennett

Secretary of State



INSD # 1998-40583

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