

AMENDED AND RESTATED BYLAWS OF
NATIONAL ASSOCIATION OF PREFERRED PROVIDERS

July 1, 1999

NATIONAL ASSOCIATION OF PREFERRED PROVIDERS AMENDED AND RESTATED BYLAWS

ARTICLE I: NAME

Section 1. Name: The name of this Corporation shall remain National Association of Preferred Providers.

Section 2. DBAs: The business of the Corporation may also be conducted under such other names as may be adopted by the Corporation at a later time.

Section 3. Name Change: The Corporation may change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice if the use and of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation.

ARTICLE II: PURPOSES

Section 1. Purpose: The National Association of Preferred Providers (NAPP) is a Texas non-profit Association with a purpose, commitment, and dedication to enhance and improve the quality of life, general well-being and welfare for its members. Since 1983, NAPP has delivered value to its members through service, information, and advocacy; it provides its members a wide range of unique and special services and benefits. NAPP seeks to attain its purposes and goals by using its 'group buying' power to negotiate the most favorable agreements with service and benefit providers, and passing the significant savings to its members.

Section 2. Powers: The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things to engage in any and all lawful activities which may be necessary, or convenient to effect the purposes for which the Corporation has been organized.

ARTICLE III: MEMBERSHIPS

Section 1. Regular Meetings: The regular meeting of the members of the Association shall be held every two years for the purpose of informing the members of the status of the Association. The meeting will be held at the date and time specified in these Bylaws.

Section 2. Time of Notice: The meeting will be held the fourth Saturday of June at 14:00 hours on even years at the central offices of the Association. No further notice will be given or is required.

Section 3. Quorum: At any meeting of the membership duly convened and held, the votes from health care provider members entitled to vote, present in person shall constitute a quorum of the membership for all purposes. If at any meeting a quorum of

the health care provider membership, as herein provided, is not present, the incumbent Board of Directors will cast the necessary votes to transact the business of the meeting.

Section 4. Voting: Unless otherwise provided by law, the Articles of Incorporation, or these Bylaws, only health care providers who are up to date in their dues payments are entitled to vote. Member Service Representatives and members joining the National Association of Preferred Providers (NAPP) to obtain the benefits offered by the Association are not entitled to vote at any time.

Section 5. Organization: Meetings of members shall be presided over by the Chairman of the Board, if any, or in his absence by the Vice Chairman of the Board, if any, or in his absence by the President, or in his absence by a vice president, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 6. Director Nominees: Only persons who are nominated in accordance with the procedures set forth in this paragraph shall be eligible for election as directors of the Association. Nominations of persons for election to the Board of Directors of the Association may be made only by or at the direction of the Board of Directors. Notwithstanding anything to the contrary in this paragraph, the number of directors to be elected to the Board of Directors of the Association may be increased by the Board of Directors. At the request of the Board of Directors, any person nominated by the Board of Directors for election as a director shall furnish to the Secretary of the Association that information required which pertains to the nominee. No person shall be eligible for election as a director unless nominated by the Board of Directors in accordance with the procedures set forth in the Bylaws of the Association.

Section 7. Meeting Business: At any regular meeting of the members, only such business shall be conducted as shall have been brought before the meeting by or at the direction of the Board of Directors.

Section 8. Registered Members: The Association shall be entitled to recognize the right of a person registered on its books as a member in one of the Association's classes of membership. The Association shall not be bound to recognize any equitable or other claim to or interest in such membership on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Texas.

Section 9. Termination of Membership: The Board of Directors of the Association, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing. Any member who shall be in default in the payment of dues or fees for the period fixed in Section 24 of these Bylaws is automatically ineligible for active membership and loses benefits and voting privileges and rights of the Association that he/she might have had.

Section 10. Resignation: Any member may resign by filing a written resignation with NAPP or its agent, but such resignation shall not entitle such member to any refund of dues or fees unless such resignation is made within the first 30 days of the date in which the member joined the Association. Upon resignation the member shall immediately lose all privileges and rights of the Association.

Section 11. Reinstatement: Upon written request signed by a former member filed with NAPP or its agent, such former member shall be reinstated to membership in the Association upon such terms as are in effect at the time of reinstatement, unless the Board of Directors decides otherwise.

Section 12. Transfer of Membership: Membership in the Association is not transferable or assignable.

Section 13. Annual Dues: The Board of Directors or NAPP's agent may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by members of each class.

Section 14. Payment of Dues: Dues shall be payable in advance. If the annual dues and fees are paid on an installment basis during the membership year then if paid monthly the installments shall be one twelfth (1/12) of the annual dues and fees paid by either automatic bank draft or major credit card. If paid either quarterly or semi-annually or by the employer group of the member then a billing fee shall be added to the payment and the amount determined by the Board of Directors or NAPP's agent.

Section 15. Certificates of Membership: The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. If issued such certificates shall be signed by the president or vice president and by the secretary or an assistant secretary and shall be sealed with the seal of the Association, if any. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 16. Issuance of Membership Cards: When a member has joined NAPP and has fully paid any initiation fee and dues that may then be required, a membership card shall be issued in his or her name and delivered to him or her by NAPP or its agent.

Section 17. Default or Termination of Membership: When any member of any class shall be in default in the payment of dues or fees for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership as stipulated in §3.9.

Section 18. Classes of Membership: The Association shall have three classes of membership; health care providers, Member Service Representatives and basic NAPP

Membership [those members buying NAPP's benefits]. New classes of membership can be created by NAPP or its agent except that the creation of a new voting class of membership is strictly prohibited.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Management, Number, Election and Term of Office: The property, affairs and business of the Association shall be managed by or under the direction of a Board of Directors consisting of no less than three nor more than five, or such number as shall be determined by a resolution of the Board of Directors from time to time, provided, that no decrease in the number of directors shall shorten the term of any incumbent director, The directors shall be elected in accordance with §3 of these bylaws by the majority of the voting health care provider members as stipulated in §4. If a quorum is not obtained at the regular meeting then the members of the Board of Directors shall vote to conclude the regular meeting's business. The members of the Board of Directors shall hold office until their respective successors shall have been elected and qualified, unless removed in accordance with these Bylaws. The members of the Board of Directors need not be members of the Association or residents of Texas.

Section 2. Removal, Vacancies: A director may be removed with or without cause and a successor or successors appointed by vote of the majority of the members of the Board of Directors present in person or by proxy, then entitled to vote at any election of directors. Whenever any vacancy shall have occurred in the Board of Directors by reason of death, resignation, removal or otherwise, a majority of the remaining directors may elect a successor to hold office for the unexpired portion of the term of the director whose office is vacant and until a successor shall be elected and have qualified Any directorship to be filled by reason of an increase in the number of directors may be filled by a majority vote of the Board of Directors.

Section 3. Meetings of Directors: Regular meetings of the Board of Directors shall be held in any manner permitted by law or these Bylaws and at such times and places, within or without the State of Texas, as shall be designated from time to time by resolution of the Board of Directors, Notice of such regular meetings shall not be required, Special meetings of the Board of Directors shall be held in such place or places, within or without the State of Texas, as the Board of Directors may from time to time determine and in any manner permitted by law or these Bylaws, and whenever called by the President of the Association, or by any two members of the Board of Directors. Unless notice is waived, the Secretary shall give notice in writing of each special meeting by mailing a notice at least two days before the meeting, addressed to each director, or, if by personal delivery, telegram, telex, cablegram, telecopy or similar transmission, at least one day before the meeting is scheduled to commence. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice, unless required by statute. The attendance of a director at *any* meeting or the participation by a director in a telephone conference meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting or participates in a conference meeting for the express purpose of

objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Whenever any notice is required to be given to any director, a waiver thereof in writing signed by such person(s) entitled thereto (whether signed before or after the time required for such notice) shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. The purpose of the meeting need not be stated in any such notice. Any regular or special meeting of the Board of Directors may be held by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Minutes of each meeting of the Board of Directors shall be recorded and retained in the records of the Association.

Section 4. Quorum, Vote Required for Action: At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is present. Each director shall have one vote at all meetings of the Board of Directors.

Section 5. Voting of Shares in Other Corporations: Shares of other companies owned by the Association shall be voted by the President of the Association in the manner directed by the Board of Directors of the Association.

Section 6. Compensation: The Directors may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity, and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for their services and expenses.

Section 7. Organization: Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his absence by the Vice Chairman of the Board (Chairman Pro Tempore), if any, or in his absence by the President, or in his absence by a vice president, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 8. Action by Written Consent: Any action required or permitted to be taken by the Board of Directors or any committee, under applicable law, the Articles of Incorporation or these Bylaws, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or committee thereof, as the case may be.

Section 9. Presumption of Assent: A director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail, return receipt requested, to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10. Committees: The Board of Directors, by resolution adopted by a majority of the number of directors fixed by these Bylaws, may designate one or more directors to constitute an executive committee or any other committee. Any such committee, to the extent provided in such resolution and except as otherwise provided by law, the Articles of Incorporation or these Bylaws, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Association and may authorize the seal of the Corporation to be affixed to all papers which may require it. The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law. Each committee of the Board of Directors shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. Notwithstanding any other provision of this Section 10, no committee of the Board of Directors shall have any authority of the Board of Directors with respect to: (1) amending the Articles of Incorporation, except that a committee may, to the extent provided in the resolution designating that committee or in the Articles of Incorporation or these Bylaws, exercise the authority of the Board of Directors vested in it permitted in accordance any Article of the Texas Non-Profit Corporation Act (the "TNPCA"); (2) approving a plan of merger or membership exchange of the Association, (3) recommending to the members the sale, lease, or exchange of all or substantially all of the property and assets of the Association otherwise than in the usual and regular course of its business; (4) recommending to the members a voluntary dissolution of the Association or a revocation thereof; (5) amending, altering or repealing the Bylaws of the Association or adopting new Bylaws of the Association; (6) filling vacancies in the Board of Directors; (7) filling any directorship to be filled by reason of an increase in the number of directors; (8) filling vacancies in or designating alternate members of any such committee; (9) fixing the compensation of any member or alternate members of such committee; altering or repealing any resolution of the Board of Directors that by its terms provides that it shall not be so amendable or repealable, unless the resolution designating a particular committee, the Articles of Incorporation or these Bylaws expressly so provide.

Section 11. Committee Rules: Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules, each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these Bylaws.

Section 12. Interested Officers and Directors:

- a. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:
 - i. The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, or
 - ii. The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the members; or
 - iii. The contract or transaction is fair as to the Association as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the Members.
- b. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.
- c. The foregoing provisions shall not be construed to invalidate a contract or transaction which would be valid in the absence of these provisions.

ARTICLE V: OFFICERS

Section 1. Executive Officers, Election; Qualifications, Term of Office; Resignation; Removal; Vacancies: The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time elect or appoint. Unless otherwise provided in the resolution of election or appointment, each such officer shall hold office until his successor is elected and qualified or until his earlier resignation or removal. Except as may be explicitly provided for in these Bylaws, each duly elected or appointed officer of the Corporation shall have such powers and duties as may from time to time be prescribed by duly adopted resolutions of the Board of Directors, Any officer may resign at any time upon written notice to the Association. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Association. Any number of offices may be held by

the same person. Any vacancy occurring in any office of the Association by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 2. Powers and Duties of the Chairman of the Board: The Chairman of the Board shall preside at all regular meetings of the Board of Directors. Subject to the direction of the Board of Directors, he shall exercise the duties and responsibilities of the President of the Association in the absence of the President of the Association. The Chairman of the Board shall perform such other duties as from time to time may be assigned to him by the Board.

Section 3. Powers and Duties of the President: The President shall preside at all meetings of the members and of the Board of Directors in the absence of a Chairman or Vice Chairman of the Board. Subject to direction by the Board of Directors, he shall have general charge of the business and property of the Association. He shall keep the Board of Directors fully informed and shall freely consult them concerning the business of the Association in his charge. He may sign and execute in the name of the Association all bonds, contracts or other obligations authorized by the Board of Directors and, with the Secretary. If certificates of membership in the Association are issued he will sign them. He shall have power to employ and discharge such employees as may be required for the conduct of business, and to buy or authorize the purchase of such merchandise, equipment, and supplies as may be deemed essential to the conduct of the business of the Association. The President shall have such duties and possess such powers as may be further prescribed by these Bylaws or by the Board of Directors. The President shall act as the Chief Executive Officer of the Association.

Section 4. Powers and Duties of the Vice President: The Vice President of the Association, in the absence of the President and Chairman of the Board, shall preside at all meetings of the members and of the Board of Directors and shall have such powers and perform such other duties as are vested in the President. The Vice President shall at all times assist the President in the management of the business of the Association and shall have such duties and possess such powers as may be further prescribed by these Bylaws or by the Board of Directors.

Section 5. Powers and Duties of the Secretary: The Secretary of the Association shall keep the minutes of all meetings of the members and of the Board of Directors, and shall attend to the giving and serving of all notices, and shall have the custody and keeping of the common seal of the Association; he may sign with the President in the name of the Association all contracts authorized by the Board of Directors, and when it is required by law and when authorized by the Board of Directors, he shall affix the seal of the Association to any such contracts, deeds or other instruments executed by the Association; he shall have charge of the membership books, ledgers, and such other books and papers as the Board of Directors may direct, all of which shall be open at all reasonable times to examination by any director upon application at the office of the Association during business hours and he shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

Section 6. Powers and Duties of the Treasurer: The Treasurer shall have custody of all funds and securities of the Association which may come into his hands. On behalf of the Association he shall endorse or cause to be endorsed for collection, checks, notes and other obligations and shall deposit the same or cause them to be deposited to the credit of the Association in such bank or banks of depository as the Board of Directors may designate; he shall sign all receipts and vouchers for payments made to the Association; he shall be authorized to sign checks made by the Association and pay out and disburse funds of the Association under the direction and upon the authority of the Board of Directors, he shall enter or cause to be entered regularly in the books of the Association, to be kept by him or under his discretion for that purpose, full and accurate accounts of all moneys received and paid on account of the Association; he shall at all reasonable times exhibit the books and accounts to any directors of the Association upon application at the office of the Association during business hours; when required by the Board of Directors, he shall render a statement of his cash account and an account of the financial condition of the Association; and he shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 7. Bond: If required by the Board of Directors, any officer so required shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office or for the restoration to the Association, in case of his death, resignation, retirement, or removal from office, of any and all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Association.

ARTICLE VI: INDEMNIFICATION

Section 1. Association indemnification: Each person who at any time is or was a director or officer of the Association, and who was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (a "Proceeding," which shall include any appeal in such a Proceedings, and any inquiry or investigation that could lead to such a Proceeding), by reason of the fact that such person is or was a director or officer of the Association, or is or was a director or officer of the Association serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic Association, Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the Association to the fullest extent authorized by the Texas Business Corporation Act [TBCA] or the Texas Non-Profit Corporation Act [TNPCA], as the same exist or may hereafter be amended from time to time, or any other applicable law as may from time to time being in effect (but, in the case of any such amendment or enactment, only to the extent that such amendment or law permits the Association to provide broader indemnification rights than such law prior to such amendment *or* enactment permitted the Association to provide), against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorney fees) actually incurred by such person in connection with such Proceeding. The Association's obligations under this Section 1 include, but are

not limited to, the convening of any meeting, and the consideration of any matter thereby, required by statute in order to determine the eligibility of any person for indemnification. Expenses incurred by a person in defending a Proceeding shall be paid by the Association in advance of the final disposition of such Proceeding to the fullest extent permitted, and only in compliance with, the TBCA, TNPCA, or any other applicable laws as may from time to time be in effect- The Association's obligation to* indemnify or to prepay expenses under this Section 1 shall arise, and all rights granted hereunder shall vest, at the time of the occurrence of the transaction or event to which such proceeding relates, or at the time that the action or conduct to which such proceeding relates was first taken or engaged in (or omitted to be taken or engaged in), regardless of when such proceeding is first threatened, commenced or completed. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, no action taken by the Association, either by amendment of the Articles of Incorporation or these Bylaws or otherwise, shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this Section 1 which shall have become vested as aforesaid prior to the date that such amendment or other corporate action is taken. The rights to indemnification and prepayment of expenses which are conferred to the Association's directors and officers by this Section 1 may be conferred upon any employee or agent of the Association if, and to the extent, authorized by the Board of Directors, The indemnification provided hereunder shall not be exclusive of any other rights to which a person may be entitled by law, the Articles of Incorporation, these Bylaws, agreement, vote of the members or otherwise, The provisions hereof shall continue as to a person who has ceased to hold a position named in Section 1 and shall inure to his heirs and personal representatives. Any indemnification or advance of expenses in accordance with this Section I shall be reported in writing to the members with or before the notice or waiver of notice of the next members' meeting or with or before the next submission to members of a consent to action without a meeting and, in any case, within the twelve-month period immediately following the date of the indemnification or advance.

Section 2. Indemnity Insurance: The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another Association, Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of the TBCA or the TNPCA. Without limiting the power of the Association to procure or maintain any kind of insurance or other arrangement, the Association may, for the benefit of persons indemnified by the Association (1) create a trust fund, (2) establish any form of self-insurance, (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association, or (4) establish a letter of credit, guaranty or surety arrangement.

ARTICLE VII: AMENDMENTS

Bylaws of the Association may be adopted, amended or repealed, and new Bylaws made, by the Board of Directors at any regular meeting of the Board of Directors without prior notice, or at any special meeting of the Board of Directors if notice of such alteration or repeal be contained in the notice of such special meeting, except as provided in the Articles of Incorporation.

ARTICLE VIII: PARLIAMENTARY PROCEDURES

Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these bylaws.

ARTICLE IX: OFFICES

The Association shall have and continuously maintain a registered agent in the State of Texas, whose office is identical with such registered office, and may have other offices within the State of Texas or in any other state as the Board of Directors may from time to time determine.

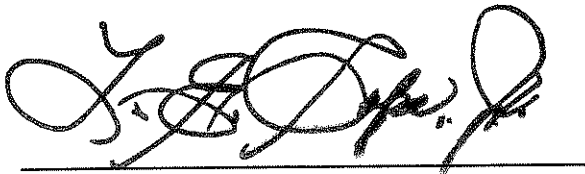
ARTICLE X: CORPORATE SEAL

The corporate seal of the Association shall have the name of the Association inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

ARTICLE XI: SEVERABILITY

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.

I, the undersigned President of the NATIONAL ASSOCIATION OF PREFERRED PROVIDERS hereby certify that the foregoing is a true and correct copy of the Bylaws of said Association, adopted by Resolution of the Board of Directors of the Association on June 28, 1999 and effective this 1st day of July, 1999.



Lester Eugene Cope, Jr.
President

July 1, 1999
Date