

State of Idaho

Department of State

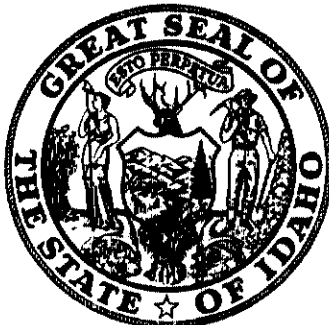
CERTIFICATE OF AUTHORITY OF

BECHER & CARLSON RISK MANAGEMENT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BECHER & CARLSON RISK MANAGEMENT, INC. 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 BECHER & CARLSON RISK MANAGEMENT, INC. to transact business in this State under the name BECHER & CARLSON RISK MANAGEMENT, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

JUL 28 11 37 AM '93

SECRETARY OF STATE

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 BECHER & CARLSON RISK MANAGEMENT, INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is September 29, 1993 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 21700 OXNARD STREET STE. 1800, WOODLAND HILLS, California 91367

6. The address to which correspondence should be addressed, if different from that in item 5. Same

7. The street 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

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse Room 203
Boise, Idaho 83720

Secretary of State use only

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CK # 1301 CUST# 1
CORP 10 40.00= 40.00

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

Name	Office	Address
DAVID L. CARLSON	Pres. & Dir.	21700 Oxnard Street, Ste. 1800 Woodland Hills, Calif. 91367
TERRI M. CHUCK	Secy. & Dir.	21700 Oxnard Street, Ste. 1800 Woodland Hills, Calif. 91367

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

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 12, 1993

BECHER & CARLSON RISK MANAGEMENT, INC.

(Corporation Name)

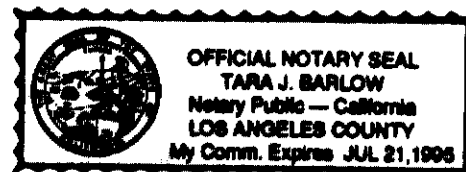
By David L. Carlson
DAVID L. CARLSON Its President/Vice President (please specify)
and Terri M. Chuck
TERRI M. CHUCK Its Secretary/Assistant Secretary (please specify)

STATE OF California)
COUNTY OF LOS ANGELES) ss:

I, Tara J. Barlow, a notary public, do hereby certify that on
this 13th day of July, 19 93, personally appeared before
me TERRI M. CHUCK, who being by me first duly sworn, declared that (s)he
is the Secretary of _____

BECHER + CARLSON RISK MANAGEMENT, INC.

that (s)he signed the foregoing documents as Secretary of the corporation and that
the statements therein contained are true.



Tara J. Barlow
Notary Public



State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 29TH day of SEPTEMBER, 1983,

BECHER & CARLSON RISK MANAGEMENT, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
28th day of JULY 1993

March Fong Eu

Secretary of State