

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
STERLING RISK MANAGEMENT SERVICES, INC.**

File Number C 143727

I PETE T. CENARRUSA, 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: 1 May 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2002 MAY -1 PM 2: 08

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

SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is: Sterling Risk Management Services, Inc.
- The name which it shall use in Idaho is: Sterling Risk Management Services, Inc.
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 8/13/1992
- The address of its principal office is: 440 Lincoln Street
Worcester, MA 01653
- The address to which correspondence should be addressed, if different from item 5, is:
- The street address of its registered office in Idaho is: 300 North 6th Street, Boise, ID
83701, and its registered agent in Idaho at that address is: CT Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Kenneth W. Mudie</u>	<u>President</u>	<u>440 Lincoln St., Worcester, MA 01653</u>
<u>Charles F. Cronin</u>	<u>Secretary</u>	<u>440 Lincoln St., Worcester, MA 01653</u>
<u>Mark C. McGivney</u>	<u>Treasurer</u>	<u>440 Lincoln St., Worcester, MA 01653</u>
<u>Michael K. Britt</u>	<u>Director</u>	<u>440 Lincoln St., Worcester, MA 01653</u>
<u>J. Kendall Huber</u>	<u>Director</u>	<u>440 Lincoln St., Worcester, MA 01653</u>
<u>Robert P. Restrepo, Jr.</u>	<u>Director</u>	<u>440 Lincoln St., Worcester, MA 01653</u>

Dated: March 12, 2002

Signature: *Charles F. Cronin*

Typed Name: Charles F. Cronin

Capacity: Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 01/2001

IDAHO SECRETARY OF STATE
05/01/2002 05:00
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Officers and Directors

Sterling Risk Management Services, Inc.

<u>Director</u>	<u>Title</u>	<u>Start Date</u>
Michael K. Britt	Director	11/30/2001
J. Kendall Huber	Director	06/19/2000
Kenneth W. Mudie	Director	11/30/2001
Robert P. Restrepo, Jr.	Director	06/19/2000

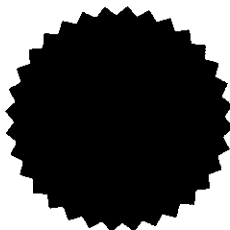
<u>Officer</u>	<u>Title</u>	<u>Start Date</u>
Abigail M. Armstrong	Assistant Secretary	04/28/1999
Michael K. Britt	Chairman of the Board	11/30/2001
William J. Cahill Jr.	Assistant Secretary	11/30/2001
Marc P. Courmoyer	Assistant Treasurer	04/28/1999
Charles F. Cronin	Secretary	06/01/2000
Lee D. Davidson	Vice President	11/30/2001
	Chief Compliance Officer	11/30/2001
	Assistant Vice President	05/31/1996
William K. Fain	Assistant Treasurer	11/05/1992
Franklin D. Figueiredo	Assistant Vice President	11/15/2001
Scott W. Gaffner	Vice President	11/30/2001
David B. Johnson	Vice President	02/20/1997
Danny R. Komar	Vice President	11/30/2001
Michael K. Malone	Vice President	11/10/1995
Lori A. Manchester	Vice President	11/15/2001
Mark C. McGivney	Treasurer	03/31/2000
Kenneth W. Mudie	President	07/23/2001
K. David Nunley	Vice President	10/13/2000
Edward J. Parry III	Assistant Treasurer	03/31/2000
	Vice President	04/27/1994
Martin A. Snow	Assistant Treasurer	08/31/1999
Evelyn A. Tomaszewski	Assistant Treasurer	11/30/2001

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STERLING RISK MANAGEMENT SERVICES, 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 SEVENTEENTH DAY OF APRIL, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1726714

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DATE: 04-17-02