

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF
AMERICAN AGENCY SYSTEM, INC.
File Number C 124621

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: June 29, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Robert J. Jaramore*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

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

1. The name of the corporation is American Agency System, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Oklahoma
4. Its date of incorporation is 5/15/97
5. The address of its principal office is 101 N. Robinson, Suite 300, Oklahoma City, Oklahoma 73102
6. The address to which correspondence should be addressed, if different than item 5, is _____
P.O. Box 268912 Oklahoma City, Oklahoma 73126
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 6-2-98

American Agency System, Inc.

(Corporation name)

By

Donald W. Glaspey
Donald W. Glaspey

Its _____ President
(specify capacity of signer)

Customer Acct. # _____
IDAHO SECRETARY OF STATE

(If using 88-29-1338-89-00

CK: 141033400 079 9007 011 923480

1 @ 100.00 = 100.00 AUTH PRO

C124621

g:\corp\forms\CA2.ppt Revised 4/97

AMERICAN AGENCY SYSTEM, INC.

FEIN: 73-1521504

OFFICERS AND DIRECTORS

NAME	TITLE/SSN	BUSINESS ADDRESS & PHONE	RESIDENCE ADDRESS
Charles C. Caldwell	Chief Executive Officer Director (Chairman of the Board) 448-38-0494	3503 N.W. 63rd Street, Ste. 305 Oklahoma City, OK 73116 (405) 840-0074	6200 Inland Road Oklahoma City, OK 73132
Donald W. Glaspey	President & Chief Operating Officer 494-38-2010	100 N. Robinson, Suite 300 Oklahoma City, OK 73102 (405) 236-1411	7220 Shoreline Drive Warr Acres, OK 73132
Dennis J. Ottis	Secretary, Treasurer & Chief Financial Officer 444-88-7617	3503 N.W. 63rd Street, Ste. 305 Oklahoma City, OK 73116 (405) 840-0074	2613 Clover Glen Drive Edmond, OK 73013

OFFICE OF THE SECRETARY OF STATE



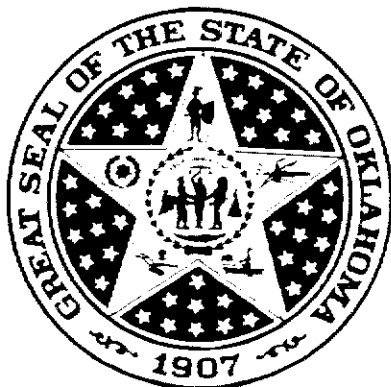
CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)

90 JUN 29 AM 8:48
STATE OF IDAHO

I, **THE UNDERSIGNED**, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

I FURTHER CERTIFY that AMERICAN AGENCY SYSTEM, INC.
whose registered agent is: Charles C Caldwell
with its registered office at 3503 North West 63rd, Oklahoma City, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Done at the City of Oklahoma City, this 8th day of
June, 1998

Sam Cole

Secretary of State

By: Walter Harnay