

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
OCTAGON RISK SERVICES, INC.**

File Number C 141140

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: October 24, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry DeWine*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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

SEC. 1
ST. 1

1. The name of the corporation is: Octagon Risk Services, Inc.
2. The name which it shall use in Idaho is: Octagon Risk Services, Inc.
3. It is incorporated under the laws of: Minnesota
4. Its date of incorporation is: October, 9, 1973
5. The address of its principal office is: 385 Washington Street, St. Paul, MN 55102
6. The address to which correspondence should be addressed, if different from item 5, is:
7. The street address of its registered office in Idaho is: 1401 Shoreline Dr., Ste. 2
Boise, ID 83702, and its registered agent in Idaho at that address is: The Prentice-Hall Corp.
System, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Stephen Brown</u>	<u>Director</u>	<u>385 Washington St., St. Paul, MN 55102</u>
<u>Michael J. Conroy</u>	<u>Director</u>	<u>385 Washington St., St. Paul, MN 55102</u>
<u>Charles Francis</u>	<u>Director</u>	<u>385 Washington St., St. Paul, MN 55102</u>
<u>Patrick R. Newlin</u>	<u>Director</u>	<u>385 Washington St., St. Paul, MN 55102</u>
<u>Maureen A. Phillips</u>	<u>Director</u>	<u>385 Washington St., St. Paul, MN 55102</u>
<u>-- see attachment for list of officers --</u>		<u>55102</u>

Dated: 10/12/2001

Signature: *B. A. Backberg*

Typed Name: Bruce A. Backberg

Capacity: Corporate Secretary

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 01/2001

IDAHO SECRETARY OF STATE
10/24/2001 05:00
CK: 143346 CT: 20296 BH: 426006
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1 @ 20.00 = 20.00 EXPEDITE C # 4

C141140

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

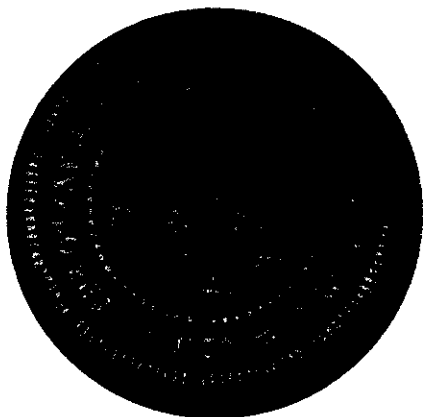
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Octagon Risk Services, Inc.

Date Formed: 10/09/1973

Chapter Governed By: 302A

This certificate has been issued on 10/18/01.



Mary Kiffmeyer
Secretary of State.

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OCTAGON RISK SERVICES, INC.

SEAL
ST-17

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OFFICERS

	Title	Address
Karen C. Abraham	Assistant Corporate Secretary	385 Washington St., St. Paul, MN 55102
Bruce Allen Backberg	Corporate Secretary	385 Washington St., St. Paul, MN 55102
Thomas Edward Bergmann	Vice President & Treasurer	385 Washington St., St. Paul, MN 55102
Stephen Brown	President	385 Washington St., St. Paul, MN 55102
Michael James Conroy	Chairman	385 Washington St., St. Paul, MN 55102
Charles Francis	Chief Executive Officer	385 Washington St., St. Paul, MN 55102
Edward Michael Gerber	Assistant Corporate Secretary	385 Washington St., St. Paul, MN 55102
Maureen Ann Phillips	Vice President	385 Washington St., St. Paul, MN 55102
John Charles Treacy	Vice President & Controller	385 Washington St., St. Paul, MN 55102