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State of Idaho

Department of State

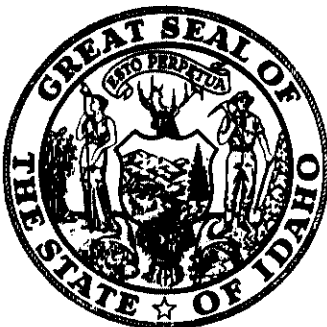
CERTIFICATE OF INCORPORATION OF

NAYLOR INSURANCE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Angie Haden

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Articles of Incorporation
of
Naylor Insurance, Inc.

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of this Corporation is: NAYLOR INSURANCE, INC.

ARTICLE II: DURATION

The period of duration of this Corporation is perpetual.

ARTICLE III: PURPOSES

The purposes for which this Corporation is organized is to engage in the business of selling and servicing insurance; and doing all things and engaging in all lawful transactions which a corporation organized under the laws of the State of Idaho might do or engage in, even though not expressly stated herein.

ARTICLE IV: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 100,000 shares of no par value stock. There shall be one class of common stock which shall have the same

rights and preferences. Fully-paid shares of this Corporation shall not be liable to any further call or assessment.

ARTICLE V: AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VI: SHAREHOLDER RIGHTS

The authorized and treasury shares of this Corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

ARTICLE VII: CAPITALIZATION

The Corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VIII: INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its initial registered agent at such address is:

Bruce D. Naylor
15 East Oneida
Preston, ID 83263

ARTICLE IX: DIRECTORS

The number of Directors consisting the initial Board of Directors of this Corporation is two (2). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

NAME**ADDRESS**

Bruce D. Naylor

15 East Oneida
Preston, ID 83263

Sharon E. Naylor

15 East Oneida
Preston, ID 83263**ARTICLE X: LIMITATION OF DIRECTOR LIABILITY**

The personal liability of a director, to the corporation or its stockholders, for monetary damages for breach of fiduciary duty as a director, is eliminated to the full extent provided for by Idaho Code Section 30-1-54(2).

ARTICLE XI: INCORPORATORS

The number of Incorporators are two (2) and the names and addresses of the Incorporators are:

NAME**ADDRESS**

Bruce D. Naylor

15 East Oneida
Preston, ID 83263

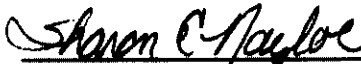
Sharon E. Naylor

15 East Oneida
Preston, ID 83263

DATED this 15th day of March, 1994.

INCORPORATORS

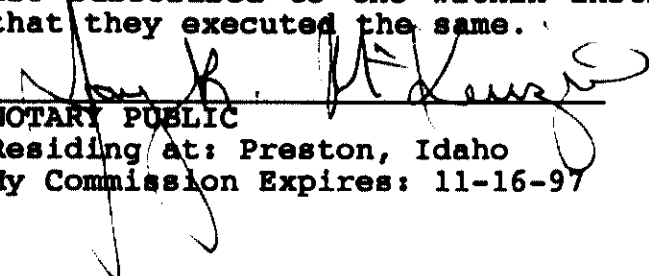
BRUCE D. NAYLOR



SHARON E. NAYLOR

STATE OF IDAHO)
) ss.
COUNTY OF FRANKLIN)

On this 15th day of March, 1994, before me, a Notary Public in and for said State, personally appeared BRUCE D. NAYLOR and SHARON E. NAYLOR, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.



NOTARY PUBLIC
Residing at: Preston, Idaho
My Commission Expires: 11-16-97