

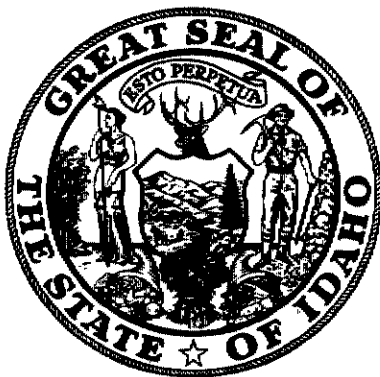
**CERTIFICATE OF INCORPORATION
OF**

TRAIL WEST 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: **April 4, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Attorney*

CERTIFICATE OF INCORPORATION
OF
TRAIL WEST INSURANCE, INC.

FIRST. The name of the corporation is Trail West Insurance, Inc

SECOND. Its registered office in the state of Idaho is to be located at 221 South Lincoln, Jerome, Idaho, 83338, County of Jerome. The registered agent in charge thereof is Carl Trail, address 221 South Lincoln, Jerome, Idaho

THIRD. The nature of business and objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the Corporation Laws of the State of Idaho. This is to include the marketing of insurance, annuities, and related products.

FOURTH. The amount of total authorized capital stock of the corporation is divided into 100,000 shares of No Par Common Stock.

FIFTH. The name and addresses of the incorporators are as follows: Carl Trail, 612 Highland Rd., Jerome, Id., 83338 and Henry W. Herrgesell 736 E. 16th St., Jerome, Id., 83338.

SIXTH. The powers of the incorporators are to terminate upon the filing of the certificate of incorporation and the name and mailing addresses of the persons who are to serve as directors until their successors are elected are as follows. The corporation will be perpetual.

Name and addresses of managing stockholders:

Carl Trail - 612 Highland Rd., Jerome, Id., 83338

Henry W. Herrgesell - 736 East 16th St., Jerome, Id., 83338

SEVENTH. All of the corporations issued stock, exclusive of treasury shares shall be held of record by not more than (30) persons.

EIGHTH. All of the issued stock of all classes shall be subject to the following restrictions on transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

NINTH. The corporation shall make no offering of any of stock of any class which would constitute a "public offering" within the meaning of the United States Security Act of 1933, as it may be amended from time to time.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Idaho do make, file and record this certificate, and do certify that the facts stated herein are true: and that I have accordingly hereunto set my hand.

DATED AT :

4-3-89
Jerome, Id 83338

SIGNED:

Carl Trail

SIGNED:

Henry W. Herrgesell