



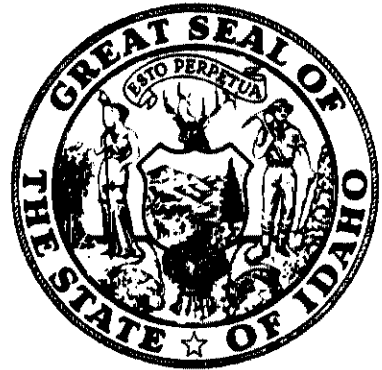
Department of State.

**CERTIFICATE OF AUTHORITY
OF
LIFECO SERVICES CORPORATION**

I, **PETE T. CENARRUSA**, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **LIFECO SERVICES CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **LIFECO SERVICES CORPORATION** to transact business in this State under the name **LIFECO SERVICES CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 14, 1990**



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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SEC. OF STATE
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To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Lifeco Services Corporation

2. The name which it shall use in Idaho is Lifeco Services Corporation

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of TEXAS

4. The date of its incorporation is 9/6/77 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

2901 Wilcrest, Suite 600 Houston, TX 77042

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 2220 Hillway Drive

Boise, Idaho 83702, and the name of its proposed

registered agent in Idaho at that address is Sandra Connolly

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Provide TRAVEL SERVICE

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Mort Ehrlich</u>	<u>President</u>	<u>2901 Wilcrest, Suite 600 Houston 77042</u>
<u>William R. Reiss</u>	<u>Vice President</u>	<u>2901 Wilcrest, Suite 600 Houston, 77042</u>
<u>Kathie Kuschel</u>	<u>Sec. - Treas.</u>	<u>2901 Wilcrest, Suite 600 Houston, 77042</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: x 9/5/90

Lifeco Services Corporation
(Corporation Name)

By x [Signature]
Its President / Vice President (please specify)

and x [Signature]
Its Secretary / Assistant Secretary (please specify)

STATE OF TEXAS)
COUNTY OF HARRIS) ss:

I, Bruce E. Hewitt, a notary public, do hereby certify that on this 6th day of SEPTEMBER, 19 90, personally appeared before me William R. Reiss, who being by me first duly sworn, declared that ~~(s)~~he is the VICE President of LIFECO SERVICES CORPORATION

that ~~(s)~~he signed the foregoing document as VICE President of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

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LIFECO SERVICES CORPORATION

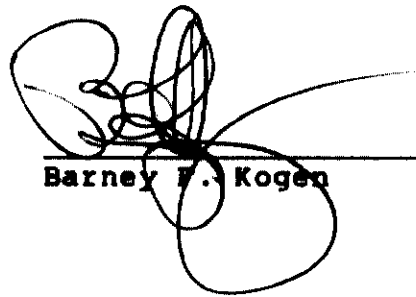
**Consent of Sole Director
in Lieu of Special Meeting**

Pursuant to Article 9.10 of the Texas Business Corporation Act, the undersigned, being the sole director of Lifeco Services Corporation, a Texas corporation (the "Company"), and in lieu of a special meeting of directors, the call of which is hereby expressly waived, hereby consents to the adoption of the following resolution:

RESOLVED, that the Company do business in the State of Idaho under the name of Lifeco Travel Services.

Effective this 25th day of October, 1990.

DIRECTOR

A handwritten signature in black ink, appearing to be 'Barney F. Kogen', written over a horizontal line. The signature is highly stylized and cursive.

Barney F. Kogen



The State of Texas
Secretary of State

IT IS HEREBY CERTIFIED, THAT
LIFECO SERVICES CORPORATION
FILED ARTICLES OF INCORPORATION IN THIS OFFICE AND WAS ISSUED
A CERTIFICATE OF INCORPORATION ON

SEP. 6, 1977;

THAT SO FAR AS IS SHOWN BY THE RECORDS OF THIS
DEPARTMENT, NO CERTIFICATE OF DISSOLUTION HAS BEEN FILED FOR SAID
CORPORATION, AND IT IS STILL IN EXISTENCE.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO
SIGNED MY NAME AND CAUSED TO BE
IMPRESSED HEREON THE SEAL OF STATE ON
SEP. 4, 1990



Joseph S. Bayard Jr.
Secretary of State