

FILED/EFFECTIVE

01 JUN 18 AM 9:59 ARTICLES OF INCORPORATION
OF
SECRETARY OF STATE
STATE OF IDAHO
E. MIDDLEWOOD, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: E. Middlewood, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To engage in the business of selling insurance and other insurance-related products and services, and the transaction of a business and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000. The shares shall have no par value.

FIFTH: The address of the initial registered office of the corporation is 3704 N. 22nd, Coeur d'Alene, Idaho 83815, and the name and address of its initial registered agent is: Elizabeth Middlewood, 3704 N. 22nd, Coeur d'Alene, Idaho 83815.

SIXTH: The number of directors shall be set by the Bylaws but the initial Board of Directors of the corporation shall be one (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until

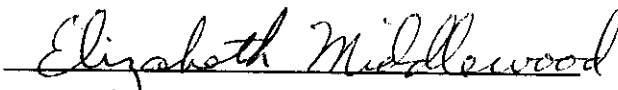
her successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Elizabeth Middlewood	3704 N. 22nd Coeur d'Alene, Idaho 83815

SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Elizabeth Middlewood	3704 N. 22nd Coeur d'Alene, Idaho 83815

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of
June, 2001.


Elizabeth Middlewood, Incorporator