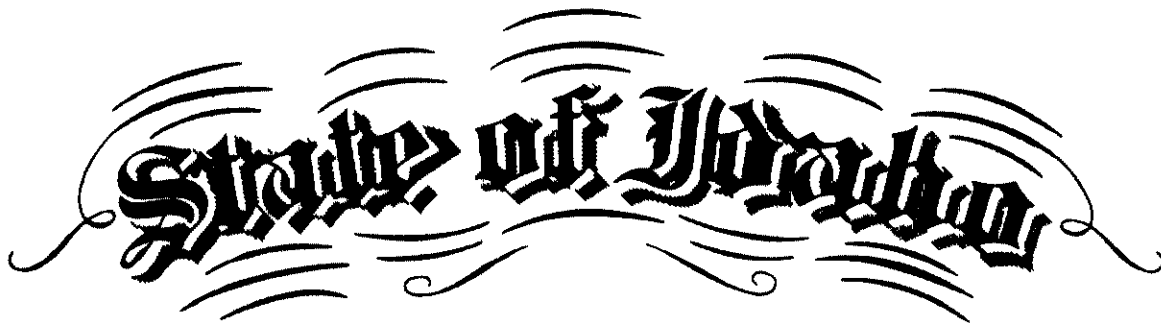


93956-106994



Department of State.

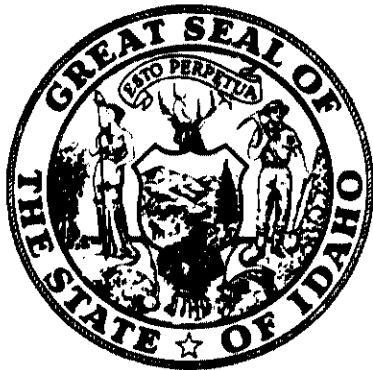
**CERTIFICATE OF AUTHORITY
OF**

MCG ACQUISITION CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MCG ACQUISITION CORP. 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 MCG ACQUISITION CORP. to transact business in this State under the name MCG ACQUISITION CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 13, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 information:

Dec 13 11 26 AM '99
SECRETARY OF STATE

1. The name of the corporation is MCG Acquisition Corp.
2. The name which it shall use in Idaho is _____

(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 Oregon
4. The date of its incorporation is November 7, 1990 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 205 SE Spokane St., Portland, OR 97202
6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 3917, Portland, OR 97208
7. The street address of its proposed registered office in Idaho is 877 Main St., Boise, ID 83702-5858, and the name of its proposed registered agent in Idaho at that address is THE PRENTICE-HALL CORPORATION SYSTEM, INC.
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Marketing and selling insurance and insurance products

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

Name	Office	Address
<u>See attached Exhibit X.</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

NOV 11 1990
STATE OF OREGON

- 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: December 11, 1990

MCG Acquisition Corp.

(Corporation Name)

By Ed Hall
Its President/Vice President (please specify)

and Plainly Right
Its Secretary/Assistant Secretary (please specify)

STATE OF OREGON)

) ss:

COUNTY OF MULTNOMAH)

I, Judy L Cole, a notary public, do hereby certify that on this 11 day of Dec, 19 90, personally appeared before me Edward R HALL, who being by me first duly sworn, declared that (s)he is the _____ of _____.

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

Judy L. Cole
JUDY L. COLE
NOTARY PUBLIC - OREGON
My Commission Expires 8-20-93

Judy L. Cole
Notary Public

OFFICERS AND DIRECTORS

NAME	TITLE	COUNTY
Edwin M. Stanley 11728 SW Summerville Ave. Portland , OR 97219	Chairman of the Board Director	Multnomah
Edward R. Hall 5040 SW Downview Court Portland , OR 97221	C.E.O./Director President/Treasurer Secretary	Multnomah
Paul C. Hart 0660 SW Palatine Hill Rd. Portland , OR 97219	Executive Vice President	Yamhill
Michael A. Swirnoff 4209 SW Westdale Drive Portland , OR 97221	Senior Vice President General Counsel	Multnomah
Diane M. Richter 11990 SW Barnes Rd #14 Portland , OR 97225	Senior Vice President Chief Financial Officer Assistant Secretary	Multnomah
Stephen L. Shepard 1776 Ridgecrest Lake Oswego , OR 97304	Senior Vice President	Clackamas
Robert E. Good 1607 SW Canby Street Portland , OR 97219	Vice President	Multnomah
Cathy L. Meiners 1541 SE Malden Portland , OR 97202	Vice President	Multnomah
Gary W. Hirschkron 3332 SW 48th Avenue Portland , OR 97221	Vice President	Multnomah



Office of the Secretary of State Corporation Division

I, **Janet Sullivan**, *Director of the Corporation Division*,

DO HEREBY CERTIFY:

MCG ACQUISITION CORP. was incorporated under the Oregon Business Corporation Act on November 07, 1990 and is an existing corporation on the records of the Corporation Division as of the date of this certificate.

Janet Sullivan

Director

By

Date

Janet Sullivan
December 7, 1990