

State of Idaho

Office of the Secretary of State

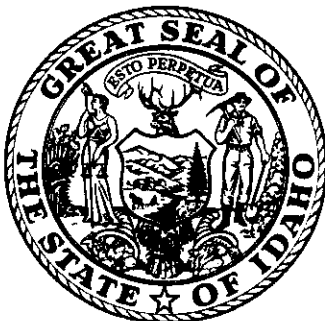
**CERTIFICATE OF AUTHORITY
OF
FIRST NIAGARA RISK MANAGEMENT, INC.**

File Number C 161670

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 25 July 2005



Ben Yursa

SECRETARY OF STATE

By

Sally Lloyd



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE
2005 JUL 25 10:00 AM

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

First Niagara Risk Management, Inc.

2. The name which it shall use in Idaho is: First Niagara Risk Management, Inc.

3. It is incorporated under the laws of: State of New York

4. Its date of incorporation is: 2/2/68

5. The address of its principal office is:

170 Northpointe Pkwy., Amherst, NY 14228

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

PO Box 1010, Amherst, NY 14226-7010

7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th St., Boise, ID 83702

and its registered agent in Idaho at that address is: C T Corporation System

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

Name	Office	Address
<u>see attached</u>		

Dated: 6/14/05

Signature: [Signature]

Typed Name: Michael C. Tylwalk, Jr.

Capacity: President

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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forms\appforauthority_profit.pmd
Revised 06/2005

IDAHO SECRETARY OF STATE
07/25/2005 05:00
CK: 35202 CT: 190794 BH: 823126
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C 161670

FIRST NIAGARA RISK MANAGEMENT, INC.
16-0976844
OFFICERS AND DIRECTORS

John D. Hoffman, CEO & Director
First Niagara Risk Management, Inc.
PO Box 1010
Amherst, NY 14226-7010

Daniel E. Cantara, Director
First Niagara Bank
PO Box 514
Lockport, NY 14095-0514

Michael C. Tylwalk, Jr., President & Director
First Niagara Risk Management, Inc.
PO Box 1010
Amherst, NY 14226-7010

Paul J. Kolkmeier, Director
First Niagara Bank
PO Box 514
Lockport, NY 14095-0514

Michael J. Blemel, Sr. VP/Treasurer & /Director
First Niagara Risk Management, Inc.
PO Box 1010
Amherst, NY 14226-7010

Robert N. Murphy, Secretary
First Niagara Bank
PO Box 514
Lockport, NY 14095-0514

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of FIRST NIAGARA RISK MANAGEMENT, INC. was filed on 02/02/1968, under the name of HOLLIS BOSS AGENCY, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment HOLLIS BOSS AGENCY, INC., changing its name to WARREN-HOFFMAN & ASSOCIATES, INC., was filed 01/08/1999.

A Certificate of Amendment WARREN-HOFFMAN & ASSOCIATES, INC., changing its name to FIRST NIAGARA RISK MANAGEMENT, INC., was filed 11/06/2002.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of July
two thousand and five.*



Secretary of State