

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

FINANCIAL PROGRAMS, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Tenth** day of **June** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Tenth** day of **June** 19 **63**, a designation of **J.L., T.H. or W.D.Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **10th** day of **June**, A.D. 19 **63**.

Secretary of State.

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

FINANCIAL PROGRAMS, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Tenth** day of **June** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Tenth** day of **June** 19 **63**, a designation of **J.L., T.H. or W.D.Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **10th** day of **June**, A.D. 19 **63**.

Secretary of State.

State of Delaware



Office of Secretary of State

I, ELISHA C. DUKES, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 9, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "INVESTORS INDEPENDENCE CORPORATION", as received and filed in this office the fourteenth day of January, A.D. 1932, at 1 o'clock P.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "INVESTORS INDEPENDENCE CORPORATION", as received and filed in this office the seventeenth day of July, A.D. 1941, at 9 o'clock A.M.;

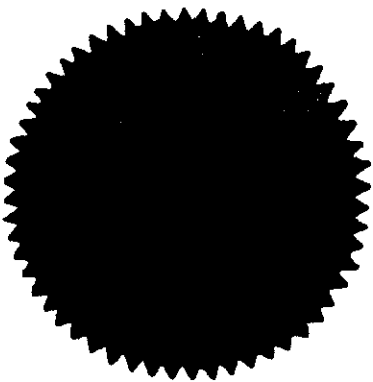
And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "INVESTMENT SERVICE CORPORATION" as received and filed in this office the tenth day of September, A.D. 1953, at 9 o'clock A.M.;

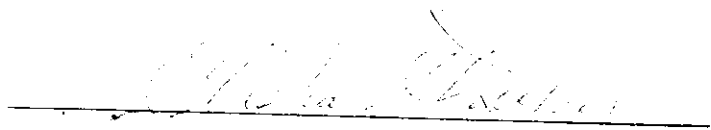
And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "FIF MANAGEMENT CORPORATION", as received and filed in this office the twenty-first day of May, A.D. 1959, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 4, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "FIF MANAGEMENT CORPORATION", as received and filed in this office the twenty-first day of December, A.D. 1959, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and

official seal at Dover this fourth day of
June in the year of our Lord one thousand nine
hundred and sixty-three.




Secretary of State



Office of Secretary of State.

I, ELISHA C. DUKES, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 9, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "INVESTORS INDEPENDENCE CORPORATION", as received and filed in this office the fourteenth day of January, A.D. 1932, at 1 o'clock P.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "INVESTORS INDEPENDENCE CORPORATION", as received and filed in this office the seventeenth day of July, A.D. 1941, at 9 o'clock A.M.;

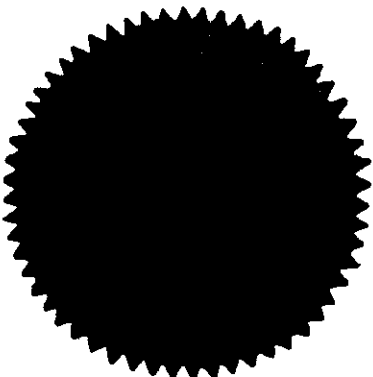
And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "INVESTMENT SERVICE CORPORATION" as received and filed in this office the tenth day of September, A.D. 1953, at 9 o'clock A.M.;

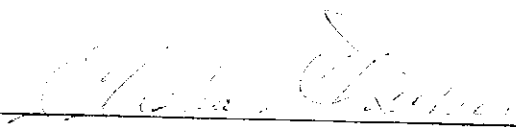
And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "FIF MANAGEMENT CORPORATION", as received and filed in this office the twenty-first day of May, A.D. 1959, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 4, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "FIF MANAGEMENT CORPORATION", as received and filed in this office the twenty-first day of December, A.D. 1959, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and

official seal at Dover this fourth day of
June in the year of our Lord one thousand nine
hundred and sixty-three.




Secretary of State

CERTIFICATE OF INCORPORATION
OF
INVESTORS INDEPENDENCE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, Charles F. Smith, A. Y. Hardy and J. D. Dawson, desiring to form a corporation under and by virtue of the laws of the State of Delaware in accordance with the provisions of said laws, do hereby make, sign, acknowledge, certify and file this Certificate of Incorporation as follows:

FIRST: The corporate name and style of this corporation is INVESTORS INDEPENDENCE CORPORATION.

SECOND: The principal office and place of business of this corporation in the State of Delaware is to be in the City of Wilmington, County of New Castle, State of Delaware, and the name and address of its resident agent is Corporation Service Company, 900 Market Street, Wilmington, Delaware.

THIRD: The objects and purposes of our said corporation and the nature of its business to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

CERTIFICATE OF INCORPORATION
OF
INVESTORS INDEPENDENCE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, Charles F. Smith, A. Y. Hardy and J. D. Dawson, desiring to form a corporation under and by virtue of the laws of the State of Delaware in accordance with the provisions of said laws, do hereby make, sign, acknowledge, certify and file this Certificate of Incorporation as follows:

FIRST: The corporate name and style of this corporation is INVESTORS INDEPENDENCE CORPORATION.

SECOND: The principal office and place of business of this corporation in the State of Delaware is to be in the City of Wilmington, County of New Castle, State of Delaware, and the name and address of its resident agent is Corporation Service Company, 900 Market Street, Wilmington, Delaware.

THIRD: The objects and purposes of our said corporation and the nature of its business to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

(a) To subscribe for, underwrite, invest in, purchase or otherwise acquire, own, hold, negotiate, sell, pledge, mortgage, exchange, transfer and otherwise dispose of and deal in and with shares of capital stock, trust certificates, scrip, warrants, bonds, debentures, debenture stock, mortgages, notes and all securities, obligations and evidences of indebtedness as principal, broker, agent or otherwise, created or issued by any corporation or by any government or any political subdivision thereof or any joint stock company or association, whether public, private or municipal, or any body corporate whatever, or any obligation of any individual or partnership, secured or unsecured, and to exercise in respect thereof all rights, powers and privileges whatsoever, including the right to vote thereon, to issue in payment thereof any stocks, bonds or other obligations of this corporation, to create, set apart, operate, manage, direct, control and deal in investment trusts consisting in whole or in part of any of the aforementioned kinds of property, and to sell and distribute fractional interests therein, and to assign, transfer and deliver over to any trustee or trustees all or any part thereof for any lawful trust purpose.

(b) To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, within or without the State of Delaware; to manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, exchange, transfer or in any manner dispose

(a) To subscribe for, underwrite, invest in, purchase or otherwise acquire, own, hold, negotiate, sell, pledge, mortgage, exchange, transfer and otherwise dispose of and deal in and with shares of capital stock, trust certificates, scrip, warrants, bonds, debentures, debenture stock, mortgages, notes and all securities, obligations and evidences of indebtedness as principal, broker, agent or otherwise, created or issued by any corporation or by any government or any political subdivision thereof or any joint stock company or association, whether public, private or municipal, or any body corporate whatever, or any obligation of any individual or partnership, secured or unsecured, and to exercise in respect thereof all rights, powers and privileges whatsoever, including the right to vote thereon, to issue in payment thereof any stocks, bonds or other obligations of this corporation, to create, set apart, operate, manage, direct, control and deal in investment trusts consisting in whole or in part of any of the aforementioned kinds of property, and to sell and distribute fractional interests therein, and to assign, transfer and deliver over to any trustee or trustees all or any part thereof for any lawful trust purpose.

(b) To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, within or without the State of Delaware; to manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, exchange, transfer or in any manner dispose

of, and to invest, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Delaware; to acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(c) To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise; to enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(d) To issue bonds, debentures or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise; to purchase, hold, sell and transfer the shares of its

of, and to invest, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Delaware; to acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(c) To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise; to enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(d) To issue bonds, debentures or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise; to purchase, hold, sell and transfer the shares of its

capital stock; to have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Delaware, without restriction as to place or amount; to carry on any other business in connection therewith; to do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

(e) The objects specified herein shall, except where otherwise expressed, be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this Certificate of Incorporation. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is six thousand five hundred (6,500) shares, of which five hundred (500) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Fifty Thousand Dollars (\$50,000.00) par value, shall be preferred stock, and six thousand (6,000) shares shall be common stock without par value, all of which capital stock or any part thereof may be issued by the corporation from time to time for such consideration in money, property or services as may be fixed from time to time by the Board of Directors. All of said stock shall be issued full paid and non-assessable for all purposes.

capital stock; to have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Delaware, without restriction as to place or amount; to carry on any other business in connection therewith; to do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

(e) The objects specified herein shall, except where otherwise expressed, be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this Certificate of Incorporation. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is six thousand five hundred (6,500) shares, of which five hundred (500) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Fifty Thousand Dollars (\$50,000.00) par value, shall be preferred stock, and six thousand (6,000) shares shall be common stock without par value, all of which capital stock or any part thereof may be issued by the corporation from time to time for such consideration in money, property or services as may be fixed from time to time by the Board of Directors. All of said stock shall be issued full paid and non-assessable for all purposes.

(a) The holders of the preferred stock shall be entitled to receive and this corporation shall be obligated to pay out of the surplus or net profits of this corporation, cumulative dividends at the rate of seven (7) per cent per annum, payable in equal semi-annual installments on the first days of June and December of each and every year and the same shall be paid or set apart before any dividend shall be paid or set apart on the common stock, and the preferred stock shall not participate in or receive any additional earnings, profits or dividends.

(b) Upon any dissolution or liquidation of this corporation, whether voluntary or involuntary, or in the event of a sale, whether voluntary or involuntary, of all or substantially all of its quick assets or permanent assets or upon any distribution of capital, there shall be first paid to the holders of the preferred stock then outstanding the par value thereof and the amount of all unpaid accrued or accruing dividends thereon before any sum or dividend shall be paid or any assets applied on the common stock. After making such payment to the holders of the preferred stock, there shall be next paid to the holders of the common stock then outstanding the entire remaining assets or the proceeds thereof.

(c) The whole of the preferred stock outstanding at the time, or any part thereof, shall be subject to redemption and may be redeemed and retired on any dividend payment date at the pleasure of the Board of Directors in such manner as the Board of Directors may determine upon, giving at least

(a) The holders of the preferred stock shall be entitled to receive and this corporation shall be obligated to pay out of the surplus or net profits of this corporation, cumulative dividends at the rate of seven (7) per cent per annum, payable in equal semi-annual installments on the first days of June and December of each and every year and the same shall be paid or set apart before any dividend shall be paid or set apart on the common stock, and the preferred stock shall not participate in or receive any additional earnings, profits or dividends.

(b) Upon any dissolution or liquidation of this corporation, whether voluntary or involuntary, or in the event of a sale, whether voluntary or involuntary, of all or substantially all of its quick assets or permanent assets or upon any distribution of capital, there shall be first paid to the holders of the preferred stock then outstanding the par value thereof and the amount of all unpaid accrued or accruing dividends thereon before any sum or dividend shall be paid or any assets applied on the common stock. After making such payment to the holders of the preferred stock, there shall be next paid to the holders of the common stock then outstanding the entire remaining assets or the proceeds thereof.

(c) The whole of the preferred stock outstanding at the time, or any part thereof, shall be subject to redemption and may be redeemed and retired on any dividend payment date at the pleasure of the Board of Directors in such manner as the Board of Directors may determine upon, giving at least

thirty (30) days prior notice by mail to the holders of record of such preferred stock and by paying therefor in cash, the par value of such preferred stock, plus all unpaid dividends accrued or accruing thereon up to the date of such redemption, and in addition a premium of Five Dollars (\$5.00) for each share of preferred stock so redeemed.

(d) The preferred stock shall have no voting powers and only common stock may be declared or distributed as a stock dividend and the right to receive stock dividends shall be vested exclusively in holders of the common stock.

FIFTH: The minimum amount of capital with which this corporation will commence business is Ten Thousand Dollars (\$10,000.00).

SIXTH: The names and places of residence of each of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Charles F. Smith	Denver, Colorado
A. Y. Hardy	Denver, Colorado
J. D. Dawson	Denver, Colorado

SEVENTH: This corporation shall have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

thirty (30) days prior notice by mail to the holders of record of such preferred stock and by paying therefor in cash, the par value of such preferred stock, plus all unpaid dividends accrued or accruing thereon up to the date of such redemption, and in addition a premium of Five Dollars (\$5.00) for each share of preferred stock so redeemed.

(d) The preferred stock shall have no voting powers and only common stock may be declared or distributed as a stock dividend and the right to receive stock dividends shall be vested exclusively in holders of the common stock.

FIFTH: The minimum amount of capital with which this corporation will commence business is Ten Thousand Dollars (\$10,000.00).

SIXTH: The names and places of residence of each of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Charles F. Smith	Denver, Colorado
A. Y. Hardy	Denver, Colorado
J. D. Dawson	Denver, Colorado

SEVENTH: This corporation shall have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal the by-laws.

(b) To increase the number of its members by amendment of the by-laws, and to elect additional directors to fill the offices so created.

(c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to alter or abolish any such reserve, and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

(d) To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the by-laws of the corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

(e) From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(f) This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

(a) To make, alter, amend and repeal the by-laws.

(b) To increase the number of its members by amendment of the by-laws, and to elect additional directors to fill the offices so created.

(c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to alter or abolish any such reserve, and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

(d) To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the by-laws of the corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

(e) From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(f) This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

TENTH: If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by the by-laws or by resolution of the directors.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all of the incorporators, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set our respective hands and seals this 12th day of December, 1931.

In the presence of:

Stanley L. Wallbank

Charles F. Smith (Seal)

A. Y. Hardy (Seal)

J. D. Dawson (Seal)

TENTH: If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by the by-laws or by resolution of the directors.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all of the incorporators, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set our respective hands and seals this 12th day of December, 1931.

In the presence of:

Stanley L. Wallbank

Charles F. Smith (Seal)

A. Y. Hardy (Seal)

J. D. Dawson (Seal)

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

I, Nina E. Sinclair, a Notary Public in and for said City and County, in the state aforesaid, do hereby certify that Charles F. Smith, A. Y. Hardy, and J. D. Dawson, who are personally known to me to be the persons whose names are subscribed to the annexed and foregoing Certificate of Incorporation, appeared before me this day in person and acknowledged that they signed, sealed and delivered said instrument of writing as their free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 12th day of December, 1931.

My commission expires March 26th, 1934.

Nina E. Sinclair
Notary Public

Nina E. Sinclair
Notary Public
City & County of Denver, Colo.

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

I, Nina E. Sinclair, a Notary Public in and for said City and County, in the state aforesaid, do hereby certify that Charles F. Smith, A. Y. Hardy, and J. D. Dawson, who are personally known to me to be the persons whose names are subscribed to the annexed and foregoing Certificate of Incorporation, appeared before me this day in person and acknowledged that they signed, sealed and delivered said instrument of writing as their free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 12th day of December, 1931.

My commission expires March 26th, 1934.

Nina E. Sinclair
Notary Public

Nina E. Sinclair
Notary Public
City & County of Denver, Colo.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Investors Independence Corporation, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware entitled "An Act Providing a General Corporation Law," approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on January 14, 1932 and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on January 15, 1932 does hereby certify:

That, it appearing by the Certificate of the Judges appointed for the purpose of conducting, the special meeting of the stockholders of the above corporation held on the 15th day of July, A. D. 1941, at 810 Security Building, in the City and County of Denver, State of Colorado, at 2 o'clock in the afternoon, for the consideration of the amendment hereinafter set forth, and the vote of the stockholders for and against the adoption of said amendment, that the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation have voted in favor thereof, the following amendment to the Certificate of Incorporation of the above was duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of the State of Delaware as amended:

That the present Article First of the Certificate of Incorporation be stricken out and there be inserted in lieu thereof the following Article First:

"FIRST: The corporate name and style of this corporation is INVESTMENT SERVICE CORPORATION."

The Capital of said corporation will not be reduced under or by reason of said proposed amendment.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Investors Independence Corporation, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware entitled "An Act Providing a General Corporation Law," approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on January 14, 1932 and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on January 15, 1932 does hereby certify:

That, it appearing by the Certificate of the Judges appointed for the purpose of conducting, the special meeting of the stockholders of the above corporation held on the 15th day of July, A. D. 1941, at 810 Security Building, in the City and County of Denver, State of Colorado, at 2 o'clock in the afternoon, for the consideration of the amendment hereinafter set forth, and the vote of the stockholders for and against the adoption of said amendment, that the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation have voted in favor thereof, the following amendment to the Certificate of Incorporation of the above was duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of the State of Delaware as amended:

That the present Article First of the Certificate of Incorporation be stricken out and there be inserted in lieu thereof the following Article First:

"FIRST: The corporate name and style of this corporation is INVESTMENT SERVICE CORPORATION."

The Capital of said corporation will not be reduced under or by reason of said proposed amendment.

In witness whereof, the said Investors Independence Corporation has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Charles F. Smith, its President and Sherley Stewart, its Secretary, this 15th day of July, A. D. 1941.

INVESTORS INDEPENDENCE CORPORATION

By C. F. Smith
President

INVESTORS INDEPENDENCE
CORPORATION
SEAL DELAWARE

By Sherley Stewart
Secretary.

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) SS.

Be it remembered that on this 15th day of July, A. D. 1941, personally came before me, Dorothy V. Rylander, a Notary Public in and for the County and State aforesaid, Charles F. Smith, President of Investors Independence Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Charles F. Smith as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and Secretary of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and seal of office the day and year aforesaid.

My commission expires February 11, 1942.

DOROTHY V. RYLANDER
NOTARY PUBLIC
CITY & COUNTY OF
DENVER, COLO.

Dorothy V. Rylander
Notary Public

In witness whereof, the said Investors Independence Corporation has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Charles F. Smith, its President and Sherley Stewart, its Secretary, this 15th day of July, A. D. 1941.

INVESTORS INDEPENDENCE CORPORATION

By C. F. Smith
President

INVESTORS INDEPENDENCE
CORPORATION
SEAL DELAWARE

By Sherley Stewart
Secretary.

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) SS.

Be it remembered that on this 15th day of July, A. D. 1941, personally came before me, Dorothy V. Rylander, a Notary Public in and for the County and State aforesaid, Charles F. Smith, President of Investors Independence Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Charles F. Smith as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and Secretary of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and seal of office the day and year aforesaid.

My commission expires February 11, 1942.

DOROTHY V. RYLANDER
NOTARY PUBLIC
CITY & COUNTY OF
DENVER, COLO.

Dorothy V. Rylander
Notary Public

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INVESTMENT SERVICE CORPORATION
Changing name to
FTF MANAGEMENT CORPORATION

THIS IS TO CERTIFY: THAT INVESTMENT SERVICE CORPORATION is a corporation created by and existing under the laws of the State of Delaware, the resident agent in charge of its principal office in the State of Delaware being CORPORATION SERVICE COMPANY, 900 Market Street, Wilmington, Delaware;

THAT the board of directors of the said corporation did adopt a resolution setting forth a proposed amendment to its certificate of incorporation, declaring its advisability and calling a meeting of stockholders entitled to vote in respect thereof for the consideration of the said amendment;

THAT said meeting of stockholders was duly called and held in accordance with the by-laws of said corporation and the statutes of the State of Delaware; that at said meeting a vote of the stockholders entitled to vote was taken by ballot for and against the proposed amendment, which vote was

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INVESTMENT SERVICE CORPORATION
Changing name to
FIF MANAGEMENT CORPORATION

THIS IS TO CERTIFY: THAT INVESTMENT SERVICE CORPORATION is a corporation created by and existing under the laws of the State of Delaware, the resident agent in charge of its principal office in the State of Delaware being CORPORATION SERVICE COMPANY, 900 Market Street, Wilmington, Delaware;

THAT the board of directors of the said corporation did adopt a resolution setting forth a proposed amendment to its certificate of incorporation, declaring its advisability and calling a meeting of stockholders entitled to vote in respect thereof for the consideration of the said amendment;

THAT said meeting of stockholders was duly called and held in accordance with the by-laws of said corporation and the statutes of the State of Delaware; that at said meeting a vote of the stockholders entitled to vote was taken by ballot for and against the proposed amendment, which vote was

conducted in accordance with the law by two judges appointed for that purpose;

THAT the stockholders holding a majority of the stock of the said corporation entitled to vote upon the amendment voted in favor of the said amendment, and that the said judges made out a certificate accordingly, and subscribed and delivered it to the secretary of the corporation;

THAT the said amendment is as follows:

That Section FIRST of the certificate of incorporation be stricken out and the following inserted in lieu thereof:

FIRST. The corporate name and style of this corporation is FIF MANAGEMENT CORPORATION.

AND FURTHER THAT the said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF the said corporation has caused this certificate to be made and signed by its president and secretary and its seal to be affixed hereto this 19th day of August, 1953.

INVESTMENT SERVICE CORPORATION

By C. F. SMITH
President

* Investment Service Corporation *
* Delaware SEAL *

and RICHARD J. PURCELL
Secretary

conducted in accordance with the law by two judges appointed for that purpose;

THAT the stockholders holding a majority of the stock of the said corporation entitled to vote upon the amendment voted in favor of the said amendment, and that the said judges made out a certificate accordingly, and subscribed and delivered it to the secretary of the corporation;

THAT the said amendment is as follows:

That Section FIRST of the certificate of incorporation be stricken out and the following inserted in lieu thereof:

FIRST. The corporate name and style of this corporation is FIF MANAGEMENT CORPORATION.

AND FURTHER THAT the said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF the said corporation has caused this certificate to be made and signed by its president and secretary and its seal to be affixed hereto this 19th day of August, 1953.

INVESTMENT SERVICE CORPORATION

By C. F. SMITH
President

* Investment Service Corporation *
* Delaware SEAL *

and RICHARD J. PURCELL
Secretary

STATE OF COLORADO.)
 : SS.
COUNTY OF DENVER)

BE IT REMEMBERED that on this 19th day of August, 1953, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared Charles F. Smith, President of INVESTMENT SERVICE CORPORATION, the corporation mentioned in the foregoing certificate, known to me and acknowledged the said certificate to be his act and deed and the act and deed of the said corporation, and that the seal thereto affixed was the seal of the said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove written.

LOUISE A. WAGNER

Notary Public.

My Commission expires June 12, 1956.

* Louise A. Wagner *
* Notary Public *
* City & County of Denver, Colo. *

STATE OF COLORADO.)
 : SS.
COUNTY OF DENVER)

BE IT REMEMBERED that on this 19th day of August, 1953, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared Charles F. Smith, President of INVESTMENT SERVICE CORPORATION, the corporation mentioned in the foregoing certificate, known to me and acknowledged the said certificate to be his act and deed and the act and deed of the said corporation, and that the seal thereto affixed was the seal of the said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove written.

LOUISE A. WAGNER

Notary Public.

My Commission expires June 12, 1956.

* Louise A. Wagner *
* Notary Public *
* City & County of Denver, Colo. *

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FIF MANAGEMENT CORPORATION

THIS IS TO CERTIFY: THAT FIF MANAGEMENT CORPORATION is a corporation created by and existing under the laws of the State of Delaware, the resident agent in charge of its principal office in the State of Delaware being CORPORATION SERVICE COMPANY, 900 Market Street, Wilmington, Delaware;

THAT the board of directors of the said corporation did adopt a resolution setting forth a proposed amendment to its certificate of incorporation, declaring its advisability and calling a meeting of stockholders entitled to vote in respect thereof for the consideration of the said amendment;

THAT said meeting of stockholders was duly called and held in accordance with the by-laws of said corporation and the statutes of the State of Delaware; that at said meeting a vote of the stockholders entitled to vote was taken by ballot for and against the proposed amendment, which vote was conducted in accordance with the law by two judges appointed for that purpose;

THAT the stockholders holding a majority of the stock of said corporation entitled to vote upon the amendment voted in favor of the said amendment, and that the said judges made out a

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FIF MANAGEMENT CORPORATION

THIS IS TO CERTIFY: THAT FIF MANAGEMENT CORPORATION is a corporation created by and existing under the laws of the State of Delaware, the resident agent in charge of its principal office in the State of Delaware being CORPORATION SERVICE COMPANY, 900 Market Street, Wilmington, Delaware;

THAT the board of directors of the said corporation did adopt a resolution setting forth a proposed amendment to its certificate of incorporation, declaring its advisability and calling a meeting of stockholders entitled to vote in respect thereof for the consideration of the said amendment;

THAT said meeting of stockholders was duly called and held in accordance with the by-laws of said corporation and the statutes of the State of Delaware; that at said meeting a vote of the stockholders entitled to vote was taken by ballot for and against the proposed amendment, which vote was conducted in accordance with the law by two judges appointed for that purpose;

THAT the stockholders holding a majority of the stock of said corporation entitled to vote upon the amendment voted in favor of the said amendment, and that the said judges made out a certificate accordingly, and subscribed and delivered it to the secretary of the corporation;

THAT the said amendment is as follows:

THAT the present Article FOURTH of the certificate of incorporation be deleted and stricken, and there be inserted in lieu thereof the following Article FOURTH:

"FOURTH. The total number of shares of stock which this corporation is authorized to issue is six hundred thousand (600,000) shares of capital stock of the par value of twenty-five cents (25¢) per share. Any unissued shares of such capital stock may be issued and sold by the corporation in such manner and for such consideration in money, property, or services as may be fixed from time to time by the board of directors, but in no event may such stock be issued at less than its par value. All of said stock shall be issued full paid and nonassessable for all purposes."

THAT the said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware;

AND, FURTHER, THAT the capital of the said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the said corporation has caused this certificate to be made and signed by its president and secretary and its seal to be affixed hereto this 14th day of May, 1959.

FIF MANAGEMENT CORPORATION

FIF MANAGEMENT CORPORATION

Seal
Delaware

By: C. F. SMITH
C. F. Smith,

THAT the said amendment is as follows:

THAT the present Article FOURTH of the certificate of incorporation be deleted and stricken, and there be inserted in lieu thereof the following Article FOURTH:

"FOURTH. The total number of shares of stock which this corporation is authorized to issue is six hundred thousand (600,000) shares of capital stock of the par value of twenty-five cents (25¢) per share. Any unissued shares of such capital stock may be issued and sold by the corporation in such manner and for such consideration in money, property, or services as may be fixed from time to time by the board of directors, but in no event may such stock be issued at less than its par value. All of said stock shall be issued full paid and nonassessable for all purposes."

THAT the said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware;

AND, FURTHER, THAT the capital of the said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the said corporation has caused this certificate to be made and signed by its president and secretary and its seal to be affixed hereto this 14th day of May, 1959.

FIF MANAGEMENT CORPORATION

FIF MANAGEMENT CORPORATION
Seal
Delaware
Denver

By: C. F. SMITH
C. F. Smith,
President

Richard J. Purcell,
Richard J. Purcell,
Secretary

STATE OF COLORADO

CITY AND COUNTY OF ADAMS

{
 }
}

BE IT REMEMBERED, that on this day of January, 1901, before me, the undersigned, a Notary Public in and for the State of Colorado and County aforesaid, personally appeared _____, President of the _____, who being duly sworn, depose and say that the foregoing is a true and correct copy of the _____ of the said corporation, and that the said _____ is the seal of the said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal and my seal, at _____, Colorado, this _____ day of January, 1901.

Notary Public

Notary Public

Attest my hand and seal this _____ day of January, 1901.

PAUL A. HARTWELL
Notary Public
Adams County, Colorado

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FIF MANAGEMENT CORPORATION

THIS IS TO CERTIFY: THAT FIF MANAGEMENT CORPORATION is a corporation created by and existing under the laws of the State of Delaware, the resident agent in charge of its principal office in the State of Delaware being CORPORATION SERVICE COMPANY, 900 Market Street, Wilmington, Delaware;

THAT the board of directors of the said corporation did adopt a resolution setting forth a proposed amendment to its Certificate of Incorporation, declaring its advisability and calling a meeting of stockholders entitled to vote in respect thereof for the consideration of the said amendment;

THAT said meeting of stockholders was duly called and held in accordance with the by-laws of said corporation and the statutes of the State of Delaware; that at said meeting a vote of the stockholders entitled to vote was taken by ballot for and against the proposed amendment;

THAT the stockholders holding a majority of the stock of said corporation entitled to vote upon the amendment voted in favor of the said amendment, to-wit:

"FOURTH. The total number of shares of capital stock which this Corporation is authorized to issue is One Million Two Hundred Sixty Thousand (1,260,000) shares of which One Million Two Hundred Thousand (1,200,000) shares of the par value of 25¢ per share, aggregating Three Hundred Thousand Dollars (\$300,000)

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FIF MANAGEMENT CORPORATION

THIS IS TO CERTIFY: THAT FIF MANAGEMENT CORPORATION is a corporation created by and existing under the laws of the State of Delaware, the resident agent in charge of its principal office in the State of Delaware being CORPORATION SERVICE COMPANY, 900 Market Street, Wilmington, Delaware;

THAT the board of directors of the said corporation did adopt a resolution setting forth a proposed amendment to its Certificate of Incorporation, declaring its advisability and calling a meeting of stockholders entitled to vote in respect thereof for the consideration of the said amendment;

THAT said meeting of stockholders was duly called and held in accordance with the by-laws of said corporation and the statutes of the State of Delaware; that at said meeting a vote of the stockholders entitled to vote was taken by ballot for and against the proposed amendment;

THAT the stockholders holding a majority of the stock of said corporation entitled to vote upon the amendment voted in favor of the said amendment, to-wit:

"FOURTH. The total number of shares of capital stock which this Corporation is authorized to issue is One Million Two Hundred Sixty Thousand (1,260,000)

par value shall be Class A stock, and Sixty Thousand (60,000) shares of the par value of 25¢ per share, aggregating Fifteen Thousand Dollars (\$15,000) par value, shall be Class B stock. All of such capital stock shall be issued full paid and non-assessable for all purposes.

"The voting power shall be vested exclusively in the holders of the Class B stock, and the holders of the Class A stock shall not be entitled, by reason of their holdings thereof, to any vote in the management of the Corporation.

"The holders of all previously issued and outstanding common stock of the Corporation of the par value of 25¢ per share shall receive 9/10ths share of the Class A stock of the par value of 25¢ per share and 1/10th share of the Class B stock of the par value of 25¢ per share, in exchange for each share of said previously issued and outstanding common stock of the par value of 25¢ per share.

"Each holder of the Class B stock shall be entitled as such, as a matter of right, to purchase or subscribe for shares of such Class B stock and to any obligations convertible into such Class B stock which the Corporation may issue or sell, but shall have no such preferential right of subscription to any shares of the Class A stock. No holder of shares of the Class A stock shall be entitled as such, as a matter of right, to purchase or subscribe for any shares of capital stock of either class, or to any obligations convertible thereinto.

par value shall be Class A stock, and Sixty Thousand (60,000) shares of the par value of 25¢ per share, aggregating Fifteen Thousand Dollars (\$15,000) par value, shall be Class B stock. All of such capital stock shall be issued full paid and non-assessable for all purposes.

"The voting power shall be vested exclusively in the holders of the Class B stock, and the holders of the Class A stock shall not be entitled, by reason of their holdings thereof, to any vote in the management of the Corporation.

"The holders of all previously issued and outstanding common stock of the Corporation of the par value of 25¢ per share shall receive 9/10ths share of the Class A stock of the par value of 25¢ per share and 1/10th share of the Class B stock of the par value of 25¢ per share, in exchange for each share of said previously issued and outstanding common stock of the par value of 25¢ per share.

"Each holder of the Class B stock shall be entitled as such, as a matter of right, to purchase or subscribe for shares of such Class B stock and to any obligations convertible into such Class B stock which the Corporation may issue or sell, but shall have no such preferential right of subscription to any shares of the Class A stock. No holder of shares of the Class A stock shall be entitled as such, as a matter of right, to purchase or subscribe for any shares of capital stock of either class, or to any obligations convertible thereinto.

"Except for the foregoing provisions relating to voting rights and pre-emptive rights, there shall be

no distinction between the two classes of capital stock, and each share of Class A stock shall have the same and equal rights as each share of Class B stock with respect to dividends, and the distribution of assets upon liquidation."

THAT the said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware;

AND, FURTHER, THAT the capital of the said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the said corporation has caused this certificate to be made and signed by its president and secretary and its seal to be affixed hereto this 10th day of December, 1959.



WITNESSED

By: _____

[Signature]
[Signature]

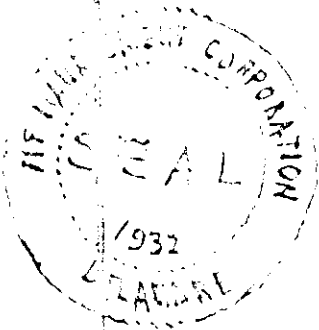
Secretary.

no distinction between the two classes of capital stock, and each share of Class A stock shall have the same and equal rights as each share of Class B stock with respect to dividends, and the distribution of assets upon liquidation."

THAT the said amendment was duly adopted in accordance with the provisions of Section 141 of the General Corporation Law of the State of Delaware;

AND, FURTHER, THAT the capital of the said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the said corporation has caused this certificate to be made and signed by its president and secretary and its seal to be affixed hereto this 16th of December, 1959.



BY: _____

By: _____

[Signature]

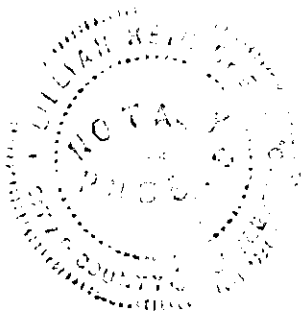
[Signature]

Secretary.

STATE OF COLORADO)
CITY AND COUNTY OF DENVER)

BE IT REMEMBERED, that on the _____ day of _____, 1963, before me, the undersigned, a notary public in and for the State and County aforesaid, personally appeared Charles F. _____, President of FIF Management Corporation, a corporation mentioned in the foregoing certificate, known to me, and acknowledged the said certificate to be his act and deed and the act and deed of the said corporation, and that the said certificate was signed and sealed with the seal of the said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year herein above written.



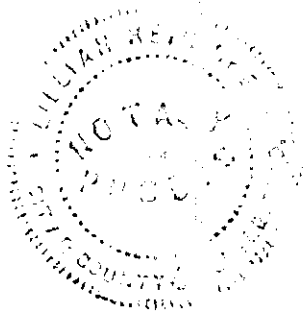
[Signature]
Notary Public

My commission expires: February 16, 1963

STATE OF COLORADO)
CITY AND COUNTY OF DENVER)

BE IT REMEMBERED, that on the _____ day of _____
1960, before me, the undersigned, a notary public in and for
State and County aforesaid, personally appeared Charles E. _____
President of FIF Management Corporation, a corporation incor-
porated in the foregoing certificate, known to me and acknowledged
the said certificate to be his act and deed and the act and deed
of the said corporation, and that the said certificate bears
the seal of the said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year hereinabove expressed.



[Signature]
Notary Public

My commission expires: February 18, 1963

State of Delaware



Office of Secretary of State.

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger of the "FINANCIAL PROGRAMS, INC.",
with and into the "EIF MANAGEMENT CORPORATION", under the name of
"FINANCIAL PROGRAMS, INC.", as received and filed in this office the
twenty-seventh day of May, A.D. 1963, at 10 o'clock A.M.

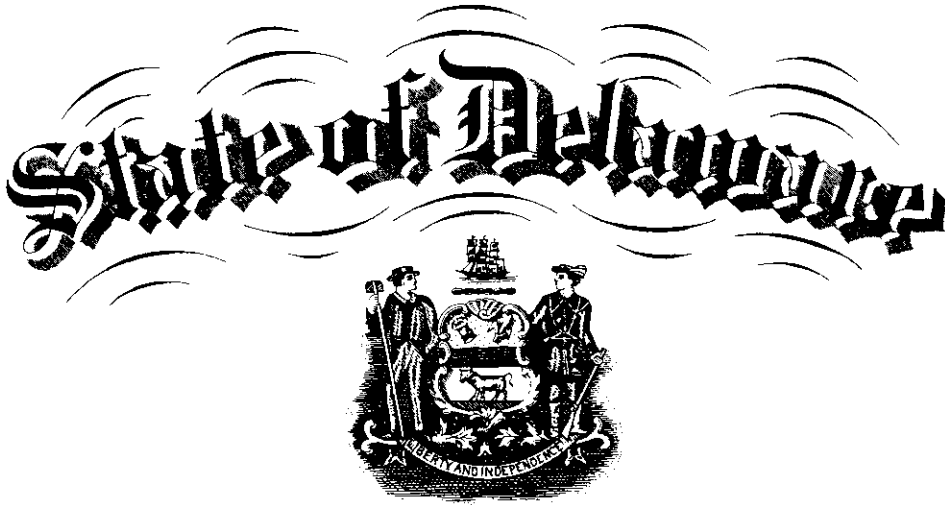
In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-seventh day
of May in the year of our Lord
one thousand nine hundred and sixty-three

Elisha C. Dukes

Secretary of State

A. F. [Signature]

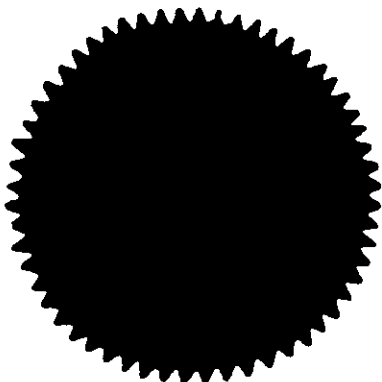
Asst. Secretary of State



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger of the "FINANCIAL PROGRAMS, INC.",
with and into the "FLF MANAGEMENT CORPORATION", under the name of
"FINANCIAL PROGRAMS, INC.", as received and filed in this office the
twenty-seventh day of May, A.D. 1963, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-seventh *day*
of May *in the year of our Lord*
one thousand nine hundred and sixty-three



Elisha C. Dukes

Secretary of State

A. F. L. L. L.

Asst. Secretary of State

AGREEMENT AND PLAN OF MERGER
BETWEEN
FIF MANAGEMENT CORPORATION
AND
FINANCIAL PROGRAMS, INC.

AGREEMENT AND PLAN OF MERGER, dated March 4, 1963, pursuant to Section 251 of the General Corporation Law of the State of Delaware, between FIF Management Corporation ("Management"), a Delaware corporation, and Financial Programs, Inc. ("Programs"), a Delaware corporation, said corporations being hereinafter referred to collectively as the "Constituent Corporations,"

WHEREAS, Management is engaged in the business of investment research and supervision and the distribution of shares and investment plans of registered investment companies commonly known as "mutual funds" and is the investment advisor and principal underwriter for Financial Industrial Fund, Inc. and Financial Industrial Income Fund, Inc.; and

WHEREAS, Programs is a financial service organization engaged in the sale and distribution of mutual fund securities and life insurance and is one of the principal distributors of shares and investment plans of Financial Industrial Fund, Inc. and Financial Industrial Income Fund, Inc.; and

WHEREAS, Management, by an amendment to its Certificate of Incorporation which was filed in the office of the Secretary of State of the State of Delaware on December 21, 1959, has an authorized capital of 1,200,000 shares of Class A (non-voting) common stock of the par value of 25¢ per share of which 499,410 shares are presently issued and outstanding, and 60,000 shares of Class B (voting) common stock of the par value of 25¢ per share of which 55,490 shares are presently issued and outstanding; and

AGREEMENT AND PLAN OF MERGER
BETWEEN
FIF MANAGEMENT CORPORATION
AND
FINANCIAL PROGRAMS, INC.

AGREEMENT AND PLAN OF MERGER, dated March 4, 1963, pursuant to Section 251 of the General Corporation Law of the State of Delaware, between FIF Management Corporation ("Management"), a Delaware corporation, and Financial Programs, Inc. ("Programs"), a Delaware corporation, said corporations being hereinafter referred to collectively as the "Constituent Corporations,"

WHEREAS, Management is engaged in the business of investment research and supervision and the distribution of shares and investment plans of registered investment companies commonly known as "mutual funds" and is the investment advisor and principal underwriter for Financial Industrial Fund, Inc. and Financial Industrial Income Fund, Inc.; and

WHEREAS, Programs is a financial service organization engaged in the sale and distribution of mutual fund securities and life insurance and is one of the principal distributors of shares and investment plans of Financial Industrial Fund, Inc. and Financial Industrial Income Fund, Inc.; and

WHEREAS, Management, by an amendment to its Certificate of Incorporation which was filed in the office of the Secretary of State of the State of Delaware on December 21, 1959, has an authorized capital of 1,200,000 shares of Class A (non-voting) common stock of the par value of 25¢ per share of which 499,410 shares are presently issued and outstanding, and 60,000 shares of Class B (voting) common stock of the par value of 25¢ per share of which 55,490 shares are presently issued and outstanding; and

WHEREAS, Programs by an amendment to its Certificate of Incorporation which was filed in the office of the Secretary of State of the State of Delaware on December 21, 1959, has an authorized capital of 1,200,000 shares of Class A (non-voting) common stock of the par value of 25¢ per share of which 499,428 shares are presently issued and outstanding, and 60,000 shares of Class B (voting) common stock of the par value of 25¢ per share of which 53,640 shares are presently issued and outstanding; and

WHEREAS, the Constituent Corporations and their respective Boards of Directors deem it advisable and in the best interest of each corporation and their respective stockholders that said corporations merge;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants, provisions and grants herein contained, the parties hereto have agreed, and do hereby agree, each with the other that the Constituent Corporations shall be and they hereby are, merged into a single corporation, to-wit, Management, hereinafter referred to as the "Surviving Corporation," in the manner authorized and prescribed by the provisions of Section 251 of the General Corporation Law of the State of Delaware, as amended; and that (1) the facts required to be set forth in a Certificate of Incorporation by the laws of the State of Delaware that shall govern the Surviving Corporation and that can be stated in the case of a merger and that are to constitute the Certificate of Incorporation of the Surviving Corporation; (2) the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect, and (3) the manner and basis of converting the shares of Programs, hereinafter referred to as the "Merged Corporation," into shares of the Surviving Corporation, the outstanding shares of which are not to be changed or converted as a result of the merger, are and shall be as follows:

WHEREAS, Programs by an amendment to its Certificate of Incorporation which was filed in the office of the Secretary of State of the State of Delaware on December 21, 1959, has an authorized capital of 1,200,000 shares of Class A (non-voting) common stock of the par value of 25¢ per share of which 499,428 shares are presently issued and outstanding, and 60,000 shares of Class B (voting) common stock of the par value of 25¢ per share of which 53,640 shares are presently issued and outstanding; and

WHEREAS, the Constituent Corporations and their respective Boards of Directors deem it advisable and in the best interest of each corporation and their respective stockholders that said corporations merge;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants, provisions and grants herein contained, the parties hereto have agreed, and do hereby agree, each with the other that the Constituent Corporations shall be and they hereby are, merged into a single corporation, to-wit, Management, hereinafter referred to as the "Surviving Corporation," in the manner authorized and prescribed by the provisions of Section 251 of the General Corporation Law of the State of Delaware, as amended; and that (1) the facts required to be set forth in a Certificate of Incorporation by the laws of the State of Delaware that shall govern the Surviving Corporation and that can be stated in the case of a merger and that are to constitute the Certificate of Incorporation of the Surviving Corporation; (2) the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect, and (3) the manner and basis of converting the shares of Programs, hereinafter referred to as the "Merged Corporation," into shares of the Surviving Corporation, the outstanding shares of which are not to be changed or converted as a result of the merger, are and shall be as follows:

ARTICLE I

Corporate Existence of Surviving Corporation

Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger and the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Merged Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. The separate existence of the Merged Corporation, except insofar as it may be continued by statute, shall cease as soon as this agreement shall become effective, and thereupon, said Constituent Corporations shall become a single corporation, which shall survive such merger under a new name, to-wit: Financial Programs, Inc. (the name of the Merged Corporation prior to the effective date hereof) and shall continue to exist under and be governed by the laws of the State of Delaware.

ARTICLE II

Certificate of Incorporation of the Surviving Corporation

Upon the effective date of this agreement, the Certificate of Incorporation of the Surviving Corporation (the term "Corporation" as used therein referring to the Surviving Corporation) shall be and be deemed to be amended to read as follows:

CERTIFICATE OF INCORPORATION

FIRST: The name of the Corporation is Financial Programs, Inc.

SECOND: The principal office and place of business of the Corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The agent in charge thereof is The Corporation Trust Company, at 100 West Tenth Street, Wilmington, Delaware.

ARTICLE I

Corporate Existence of Surviving Corporation

Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger and the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Merged Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. The separate existence of the Merged Corporation, except insofar as it may be continued by statute, shall cease as soon as this agreement shall become effective, and thereupon, said Constituent Corporations shall become a single corporation, which shall survive such merger under a new name, to-wit: Financial Programs, Inc. (the name of the Merged Corporation prior to the effective date hereof) and shall continue to exist under and be governed by the laws of the State of Delaware.

ARTICLE II

Certificate of Incorporation of the Surviving Corporation

Upon the effective date of this agreement, the Certificate of Incorporation of the Surviving Corporation (the term "Corporation" as used therein referring to the Surviving Corporation) shall be and be deemed to be amended to read as follows:

CERTIFICATE OF INCORPORATION

FIRST: The name of the Corporation is Financial Programs, Inc.

SECOND: The principal office and place of business of the Corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The agent in charge thereof is The Corporation Trust Company, at 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted, and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

(a) To engage in the business of financial services of every kind and nature; to compile, tabulate, authenticate, evaluate and report information relating to investment securities and financial transactions of every type and kind; to render consulting, advisory, supervisory and management services for and on behalf of persons, firms, associations and corporations engaged in financial and investment activities, and to perform accounting, clerical, data processing, and administrative services in connection therewith and otherwise.

(b) To subscribe for, underwrite, invest in, purchase or otherwise acquire, own, hold, negotiate, sell, pledge, mortgage, exchange, transfer and otherwise dispose of and deal in and with shares of capital stock, trust certificates, scrip, warrants, bonds, debentures, debenture stock, mortgages, notes and all securities, obligations and evidences of indebtedness as principal, broker, agent or otherwise, created or issued by any corporation or by any government or any political subdivision thereof or any joint stock company or association, whether public, private or municipal, or any body corporate whatever, or any obligations of any individual or partnership, secured or unsecured, and to exercise in respect thereof all rights, powers, and privileges whatsoever, including the right to vote thereon, to issue in payment therefor any stocks, bonds or other obligations of this Corporation; to create, set apart, operate, manage, direct, control and deal in investment trusts consisting in whole or in part of any of the aforementioned kinds of property, to sell and distribute fractional interests therein and to assign, transfer and deliver over to any trustee or trustees all or any part thereof for any lawful purpose; to sell and distribute life

THIRD: The nature of the business and the objects and purposes to be transacted, promoted, and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

(a) To engage in the business of financial services of every kind and nature; to compile, tabulate, authenticate, evaluate and report information relating to investment securities and financial transactions of every type and kind; to render consulting, advisory, supervisory and management services for and on behalf of persons, firms, associations and corporations engaged in financial and investment activities, and to perform accounting, clerical, data processing, and administrative services in connection therewith and otherwise.

(b) To subscribe for, underwrite, invest in, purchase or otherwise acquire, own, hold, negotiate, sell, pledge, mortgage, exchange, transfer and otherwise dispose of and deal in and with shares of capital stock, trust certificates, scrip, warrants, bonds, debentures, debenture stock, mortgages, notes and all securities, obligations and evidences of indebtedness as principal, broker, agent or otherwise, created or issued by any corporation or by any government or any political subdivision thereof or any joint stock company or association, whether public, private or municipal, or any body corporate whatever, or any obligations of any individual or partnership, secured or unsecured, and to exercise in respect thereof all rights, powers, and privileges whatsoever, including the right to vote thereon, to issue in payment therefor any stocks, bonds or other obligations of this Corporation; to create, set apart, operate, manage, direct, control and deal in investment trusts consisting in whole or in part of any of the aforementioned kinds of property, to sell and distribute fractional interests therein and to assign, transfer and deliver over to any trustee or trustees all or any part thereof for any lawful purpose; to sell and distribute life

insurance and annuity contracts; to hold, in a fiduciary capacity, or otherwise, mutual fund and other corporate shares, options, warrants, and other securities, for the accounts of clients and holders from time to time of any withdrawal or variable payment plans, contracts or certificates issued by the Corporation; to enter into custody agreements with one or more banks or trust companies to provide for the custody and safekeeping of shares which the Corporation may hold from time to time (in such fiduciary capacity or otherwise) for the accounts of such clients and holders of such plans, contracts or certificates; and to effect redemption of such shares and make payments therefor, all in accordance with the terms and conditions of such plans, contracts or certificates.

(c) To purchase, take, own, hold, develop, improve, operate, deal in, mortgage or otherwise encumber and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, within or without the State of Delaware; to manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise encumber, pledge, lease, sell, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, merchandise and personal property of any and every class and description, within or without the State of Delaware; to acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, or in notes, debentures, bonds or stock of this Corporation and any combination thereof; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(d) To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses

insurance and annuity contracts; to hold, in a fiduciary capacity, or otherwise, mutual fund and other corporate shares, options, warrants, and other securities, for the accounts of clients and holders from time to time of any withdrawal or variable payment plans, contracts or certificates issued by the Corporation; to enter into custody agreements with one or more banks or trust companies to provide for the custody and safekeeping of shares which the Corporation may hold from time to time (in such fiduciary capacity or otherwise) for the accounts of such clients and holders of such plans, contracts or certificates; and to effect redemption of such shares and make payments therefor, all in accordance with the terms and conditions of such plans, contracts or certificates.

(c) To purchase, take, own, hold, develop, improve, operate, deal in, mortgage or otherwise encumber and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, within or without the State of Delaware; to manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise encumber, pledge, lease, sell, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, merchandise and personal property of any and every class and description, within or without the State of Delaware; to acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, or in notes, debentures, bonds or stock of this Corporation and any combination thereof; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(d) To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses

or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

(e) To issue bonds, debentures or obligations, and to secure the same by mortgage, pledge, deed of trust or otherwise; and to purchase, hold, sell and transfer the shares of its capital stock.

(f) To publish any and every manner of trade journal, pamphlet, book, paper or other writing touching on or pertaining to any matter relative to or connected with the business of the Corporation.

(g) To conduct and carry on its said business or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights in the State of Delaware and in the other states, territories, possessions and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

(h) The enumeration herein of the objects and purposes of the Corporation shall be construed as powers as well as objects and purposes, and shall not be deemed to exclude by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by force of the laws of the State of Delaware now or hereafter in effect or impliedly by the reasonable construction of the said laws.

FOURTH: The total number of shares of capital stock which the Corporation is authorized to issue is One Million Two Hundred Sixty Thousand (1,260,000) shares of which One Million Two Hundred Thousand (1,200,000) shares of the par value of 25¢ per share, aggregating Three Hundred Thousand Dollars (\$300,000) par value, shall be Class A stock, and Sixty Thousand (60,000) shares of the par value of 25¢ per share, aggregating Fifteen Thousand Dollars (\$15,000) par value, shall be Class B stock. All of such capital stock shall be issued full paid and non-assessable for all purposes.

or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copy-rights or otherwise.

(e) To issue bonds, debentures or obligations, and to secure the same by mortgage, pledge, deed of trust or otherwise; and to purchase, hold, sell and transfer the shares of its capital stock,

(f) To publish any and every manner of trade journal, pamphlet, book, paper or other writing touching on or pertaining to any matter relative to or connected with the business of the Corporation.

(g) To conduct and carry on its said business or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights in the State of Delaware and in the other states, territories, possessions and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

(h) The enumeration herein of the objects and purposes of the Corporation shall be construed as powers as well as objects and purposes, and shall not be deemed to exclude by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by force of the laws of the State of Delaware now or hereafter in effect or impliedly by the reasonable construction of the said laws.

FOURTH: The total number of shares of capital stock which the Corporation is authorized to issue is One Million Two Hundred Sixty Thousand (1,260,000) shares of which One Million Two Hundred Thousand (1,200,000) shares of the par value of 25¢ per share, aggregating Three Hundred Thousand Dollars (\$300,000) par value, shall be Class A stock, and Sixty Thousand (60,000) shares of the par value of 25¢ per share, aggregating Fifteen Thousand Dollars (\$15,000) par value, shall be Class B stock. All of such capital stock shall be issued full paid and non-assessable for all purposes.

Subject to the laws of the State of Delaware, the voting power shall be vested exclusively in the holders of the Class B stock, and the holders of the Class A stock shall not be entitled, by reason of their holdings thereof, to any vote in the management of the Corporation. Cumulative voting for the election of directors shall not be allowed.

Each holder of the Class B stock shall be entitled as such, as a matter of right, to purchase or subscribe for shares of such Class B stock and to any obligations convertible into such Class B stock which the Corporation may issue or sell, but shall have no such preferential right of subscription to any shares of the Class A stock. No holder of shares of the Class A stock shall be entitled as such, as a matter of right, to purchase or subscribe for any shares of capital stock of either class, or to any obligations convertible thereinto.

Except for the foregoing provisions relating to voting rights and pre-emptive rights, there shall be no distinction between the two classes of capital stock, and each share of Class A stock shall have the same and equal rights as each share of Class B stock with respect to dividends, and the distribution of assets upon liquidation.

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH: Subject to the laws of the State of Delaware, the number of directors of the Corporation shall be determined as provided in the By-Laws. Directors need not be stockholders.

EIGHTH: Any director or officer of the Corporation, howsoever elected or appointed, may, by vote of a majority of the directors, be removed as such director at any time, with or without cause; and any director may also be removed by a majority vote of the stockholders entitled to vote at any annual or special meeting thereof, with or without cause.

Subject to the laws of the State of Delaware, the voting power shall be vested exclusively in the holders of the Class B stock, and the holders of the Class A stock shall not be entitled, by reason of their holdings thereof, to any vote in the management of the Corporation. Cumulative voting for the election of directors shall not be allowed.

Each holder of the Class B stock shall be entitled as such, as a matter of right, to purchase or subscribe for shares of such Class B stock and to any obligations convertible into such Class B stock which the Corporation may issue or sell, but shall have no such preferential right of subscription to any shares of the Class A stock. No holder of shares of the Class A stock shall be entitled as such, as a matter of right, to purchase or subscribe for any shares of capital stock of either class, or to any obligations convertible thereinto.

Except for the foregoing provisions relating to voting rights and pre-emptive rights, there shall be no distinction between the two classes of capital stock, and each share of Class A stock shall have the same and equal rights as each share of Class B stock with respect to dividends, and the distribution of assets upon liquidation.

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH: Subject to the laws of the State of Delaware, the number of directors of the Corporation shall be determined as provided in the By-Laws. Directors need not be stockholders.

EIGHTH: Any director or officer of the Corporation, howsoever elected or appointed, may, by vote of a majority of the directors, be removed as such director at any time, with or without cause; and any director may also be removed by a majority vote of the stockholders entitled to vote at any annual or special meeting thereof, with or without cause.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized:

(a) To make, alter, amend and repeal the By-Laws;

(b) To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolutions or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the board of directors in the management of the business and affairs of the Corporation and have power to authorize the seal of the Corporation to be affixed to all papers which may require it;

(c) From time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them other than the stock ledger, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

TENTH: No contract or other transaction between this Corporation and any person, firm or other corporation, shall in any way be affected or invalidated by the fact that any of the directors, officers or stockholders of this Corporation are pecuniarily or otherwise interested therein or are shareholders, directors or officers of any such other corporation or are individually interested therein either as individuals or as members of any firm interested therein; and any director, officer, stockholder, individual or any firm of which any director or stockholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any bona fide contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof.

ELEVENTH: If the By-Laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of the Corporation (subject to applicable statutory requirements) outside of the State of Delaware at such places as may be from time to time designated by the By-Laws or by resolution of the directors.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

ARTICLE III

Manner and Basis of Converting Shares of the Constituent Corporations into Shares of the Surviving Corporation

The shares of Class A and Class B common stock of the Surviving Corporation outstanding on the effective date of this Agreement and Plan of Merger ("Agreement" hereafter) shall not be changed or converted as a result of the merger and all shares of such stock outstanding on said effective date shall remain outstanding as shares of the Surviving Corporation, shall be full-paid and non-assessable, and shall be subject to all of the provisions of this Agreement; provided, however, that when certificates for such outstanding shares shall be surrendered for transfer from time to time, new certificates will be issued to reflect the change of name of the Surviving Corporation.

The manner and basis of converting the shares of Class A and Class B common stock of the Merged Corporation into shares of the Surviving Corporation shall be as follows:

(a) Each share of Class A common stock of the Merged Corporation which shall be outstanding on the effective date of this Agreement and all rights in respect thereof shall thereupon and forthwith be converted into one-third (1/3) of a fully paid and non-assessable share of Class A common stock of the Surviving Corporation.

(b) Each share of Class B common stock of the Merged Corporation which shall be outstanding on the effective date of this Agreement and all rights in respect thereof shall thereupon and forthwith be converted into one-third (1/3) of a fully paid and non-assessable share of Class A common stock of the Surviving Corporation.

(c) After the effective date of this Agreement, each holder of an outstanding certificate or certificates theretofore representing Class A common stock and/or Class B common stock of the Merged Corporation shall surrender the same to the Surviving Corporation and such holder shall be entitled, upon such surrender, to receive in exchange therefor, a certificate or certificates representing the number of whole shares of Class A common stock of the Surviving Corporation into which the shares of Class A and/or Class B common stock of the Merged Corporation theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered, each outstanding certificate which, prior to the effective date of this Agreement, represented Class A common stock or Class B common stock of the Merged Corporation shall be deemed for all corporate purposes, other than the payment of dividends, to evidence the ownership of the shares of Class A common stock of the Surviving Corporation into which such shares of Class A and/or Class B common stock of the Merged Corporation have been converted hereunder. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to holders of record of the Class A common stock of the Surviving Corporation as of any date subsequent to the effective date of this Agreement shall be paid to the holder of such outstanding certificate, but upon surrender of such outstanding certificate, there shall be paid to the record holder of the certificate for Class A common stock of the Surviving Corporation issued in exchange therefor, the amount (without interest thereon) of dividends which have theretofore

become payable with respect to the number of whole shares of Class A common stock of the Surviving Corporation represented by the certificate issued upon such surrender and exchange.

(d) Neither certificates for fractional shares of Class A common stock of the Surviving Corporation nor scrip certificates therefor will be issued to the holders of Class A or Class B common stock certificates of the Merged Corporation. In view of the fact that the outstanding common stock of the Constituent Corporations is closely held, the common practice of rounding out fractional shares through the medium of open market purchases and the employment of an exchange agent is impractical. Therefore, as a condition of the merger, the Surviving Corporation does hereby agree to round out fractional shares on an individual basis as follows: In the case of a stockholder owning only Class A shares or only Class B shares of the Merged Corporation, the Class A shares of the Surviving Corporation into which such Class A shares or Class B shares of the Merged Corporation represented by the certificate or certificates surrendered by such stockholder have been converted as aforesaid shall be rounded out to the next highest whole number of Class A shares of the Surviving Corporation. In the case of a stockholder owning both Class A and Class B shares of the Merged Corporation, the aggregate shares of Class A stock of the Surviving Corporation into which the combined Class A and Class B shares of the Merged Corporation represented by the certificates surrendered by such stockholder have been converted shall be rounded out to the next highest whole number of Class A shares of the Surviving Corporation.

ARTICLE IV

Miscellaneous Terms and Conditions

(a) The By-Laws of the Merged Corporation as they shall exist on the effective date of this Agreement shall become and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified.

(c) This Agreement shall be submitted to the stockholders of each of the Constituent Corporations as provided by law, and, following adoption thereof by the stockholders of each of the Constituent Corporations in accordance with the requirements of applicable laws, and upon the filing of this Agreement in the office of the Secretary of State of the State of Delaware and the recording of a certified copy thereof in the office of the Recorder of New Castle County, Delaware, the merger shall become effective, and the time of the latest of such events shall be deemed to be the "effective date of the merger" for the purposes of this Agreement; provided, however, that for all accounting purposes, the effective date of the merger shall be as of the close of business on the last day of the month immediately preceding the effective date of the merger.

(d) Upon the merger becoming effective all the property rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights and every other interest of each of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of each of the Constituent Corporations. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any

property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof.

(e) The Surviving Corporation shall pay all of the expenses of carrying this Agreement into effect and of accomplishing the merger; but if for any reason the merger is not consummated and this Agreement is terminated, each Constituent Corporation shall bear and pay the expenses incurred by it in connection with the proposed merger.

ARTICLE V

Termination and Abandonment

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by mutual consent of the Boards of Directors of both companies at any time prior to the effective date of the merger and by the Board of Directors of either company at any time prior to the effective date of the merger, if, in the opinion of such Board of Directors, the merger is impractical by reason of the possible exercise of statutory rights of appraisal and payment for stock to objecting stockholders if the amount of shares held by such objecting stockholders shall exceed 5% of the then outstanding shares of such corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement to be executed by a majority of their respective directors and their corporate seals to be hereunto affixed and attested by their respective secretaries or assistant secretaries as of the day and year first above written.

FIF MANAGEMENT CORPORATION

By: _____

ATTEST: _____

Secretary

CORPORATE SEAL:

-13-

A majority of the
Board of Directors

FINANCIAL PROGRAMS, INC.

By:

[Handwritten signatures: M. F. May, J. B. ...]

A majority of the
Board of Directors

[Handwritten signature]

ATTEST:

[Handwritten signature: John M. ...]
Assistant Secretary

CORPORATE SEAL:



THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the board of directors of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and that fact having been certified on said Agreement of Merger by the Secretary (or Assistant Secretary) of each corporate party thereto, the President (or Vice President) and Secretary (or Assistant Secretary) of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 17th day of April, 1963.

FIF MANAGEMENT CORPORATION

(Corporate Seal)

ATTEST:


Secretary




President

Secretary

FINANCIAL PROGRAMS, INC.

(Corporate Seal)

ATTEST:


Assistant Secretary


Vice President

Assistant Secretary

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

BE IT REMEMBERED that on this 17th day of April,
A.D. 1963, personally came before me Luanna Patterson,
a Notary Public in and for the county and state aforesaid,
J. W. Tempest, President of FIF Management Corporation, Surviving
Corporation, a corporation of the State of Delaware and one of
the corporations described in and which executed the foregoing
Agreement of Merger, known to me personally to be such, and he
the said J. W. Tempest as such President duly executed said
Agreement of Merger before me and acknowledged said Agreement
of Merger to be the act, deed and agreement of said FIF Manage-
ment Corporation, that the signatures of the said President and
the Secretary of said corporation to said foregoing Agreement of
Merger are in the handwriting of the said President and Secretary
of said FIF Management Corporation and that the seal affixed to
said Agreement of Merger is the common corporate seal of said
corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
of office the day and year aforesaid.



Notary Public

(NOTARIAL SEAL)

My Commission expires December 16, 1964.

STATE OF COLORADO

)
) SS.
)

BE IT REMEMBERED that on this 17th day of April,
A.D., 1963, personally came before me Luanna Patterson,
a Notary Public in and for the county and state aforesaid,
J. R. Gilchrist, Vice President of Financial Programs, Inc.,
Merged Corporation, a corporation of the State of Delaware and
one of the corporations described in and which executed the
foregoing Agreement of Merger, known to me personally to be
such, and he the said J. R. Gilchrist as such Vice President
duly executed said Agreement of Merger before me and acknowledged
said Agreement of Merger to be the act, deed and agreement of
said Financial Programs, Inc., that the signatures of the said
Vice President and the Assistant Secretary of said corporation
to said foregoing Agreement of Merger are in the handwriting of
the said Vice President and Assistant Secretary of said
Financial Programs, Inc. and that the seal affixed to said
Agreement of Merger is the common corporate seal of said
corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

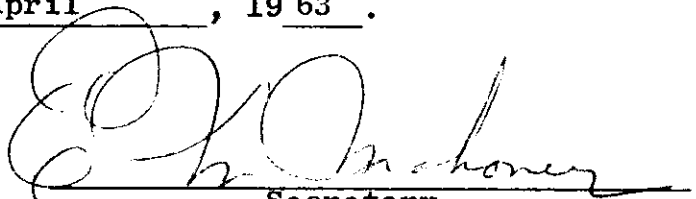
Sharon Peterson
Notary Public

(NOTARIAL SEAL)

My Commission expires December 16, 1964.

I, Edward M. Mahoney, Secretary of FIF Management Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of Financial Programs, Inc., a corporation of the State of Delaware, was duly submitted to the stockholders of said FIF Management Corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after at least 20 days' notice by mail, and notice by publication as provided by section 251 of Title 8 of the Delaware Code of 1953 on the 16th day of April, 1963, for the purpose of considering and taking action upon the proposed Agreement of Merger; that 554,900 shares of stock of said corporation were on said date issued and outstanding; that the holders of 488,980 shares voted by ballot in favor of the approval, and the holders of -0- shares voted by ballot against the approval of the proposed Agreement of Merger, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said FIF Management Corporation and the duly adopted agreement of said corporation.

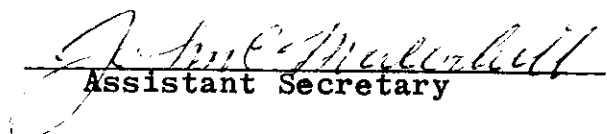
WITNESS my hand and the seal of FIF Management Corporation on this 17th day of April, 1963.


Secretary

(Corporate Seal)

I, John C. Mulvihill, Assistant Secretary of Financial Programs, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of FIF Management Corporation, a corporation of the State of Delaware, was duly submitted to the stockholders of said Financial Programs, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after at least 20 days' notice by mail, and notice by publication as provided by section 251 of Title 8 of the Delaware Code of 1953, on the 16th day of April, 1963, for the purpose of considering and taking action upon said Agreement of Merger, that 553,068 shares of stock of said corporation were on said date issued and outstanding; that the holders of 501,348 shares voted by ballot in favor of the approval, and the holders of -0- shares voted by ballot against the approval of the proposed Agreement of Merger, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Financial Programs, Inc. and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said Financial Programs, Inc. on this 17th day of April, 1963.


Assistant Secretary

(Corporate Seal)