

State of Idaho

Department of State

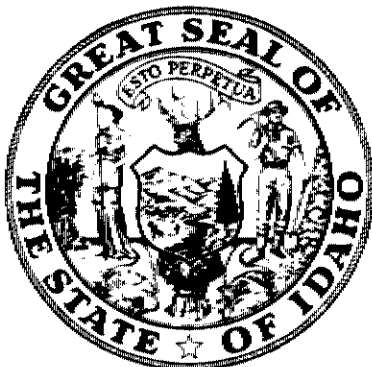
CERTIFICATE OF AUTHORITY OF

ASSOCIATED MANAGING AGENTS OF COLORADO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ASSOCIATED MANAGING AGENTS OF COLORADO, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ASSOCIATED MANAGING AGENTS OF COLORADO, INC. to transact business in this State under the name ASSOCIATED MANAGING AGENTS OF COLORADO, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 15, 1988**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

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

1. The name of the corporation is Associated Managing Agents of Colorado, Inc.

SEC. OF STATE

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2. The name which it shall use in Idaho is _____

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

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is 8/23/83 and the period of its duration is perpetual

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

501 S. Cherry, Suite 630, Denver, Colorado 80222

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

AMA of North America, 14840 Landmark Blvd., #300, Dallas, Texas 75240

7. The street address of its proposed registered office in Idaho is _____

300 North 6th Street, Boise, Idaho 83701

and the name of its proposed registered agent in Idaho at that address is The CT Corporation System

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

Insurance

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

Name	Office	Address
<u>Tom O'Connell</u>	<u>Director</u>	<u>14840 Landmark Blvd., #300, Dallas, TX 75240</u>
<u>Bob Walker</u>	<u>Director</u>	<u>14840 Landmark Blvd., #300, Dallas, TX 75240</u>
<u>Tom O'Connell</u>	<u>Vice President</u>	<u>14840 Landmark Blvd., #300, Dallas, TX 75240</u>
<u>Kenneth J. Bartoszek</u>	<u>Asst. Secretary</u>	<u>14840 Landmark Blvd., #300, Dallas, TX 75240</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

Name	Office	Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 10-31-88

~~Associated Managing Agents of Colorado~~
(Corporation Name)

By Tom O'Connell (Tom O'Connell)
Its President/Vice President (please specify)

and Kenneth J. Bartoszek (Kenneth J. Bartoszek)
Its Secretary/Assistant Secretary (please specify)

STATE OF Texas)
COUNTY OF Dallas) ss:

I, Nikki Gilliland, a notary public, do hereby certify that on this 31st day of October, 19 88, personally appeared before me Tom O'Connell & Ken Bartoszek, who being by me first duly sworn, declared that (s)he is the Vice President & Asst Sec of Associated Managing Agents of Colorado

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

Nikki Gilliland
Notary Public



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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, **NATALIE MEYER**, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

ASSOCIATED MANAGING AGENTS OF COLORADO, INC.
(COLORADO CORPORATION)


has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: **SEPTEMBER 14, 1988**

AMA OF COLORADO

SEP 26 1988

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SECRETARY OF STATE

TO THE SECRETARY OF STATE
STATE OF IDAHO

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SECRETARY OF STATE

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CONSENT

I, the undersigned, the President of the Washington corporation ASSOCIATED MANAGING AGENTS OF THE NORTHWEST, INC., do hereby give my unequivocal consent for the unrestricted use of the name ASSOCIATED MANAGING AGENTS OF COLORADO, INC.

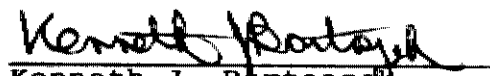
Dated this 31st day of October, 1988

ASSOCIATED MANAGING AGENTS OF THE NORTHWEST, INC.

By:


Tom O'Connell, President

ATTEST:


Kenneth J. Bartoszek
Asst. Secretary

[SEAL]