



CERTIFICATE OF INCORPORATION  
OF

*DIAL FINANCE COMPANY OF IDAHO MERGER COMPANY*

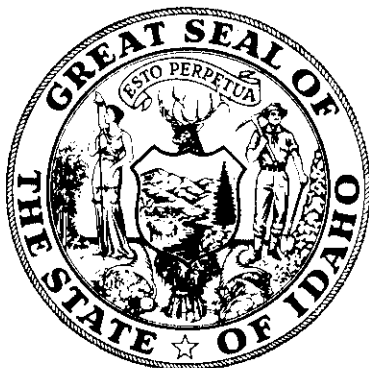
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

*DIAL FINANCE COMPANY OF IDAHO MERGER COMPANY*

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **August 17, 1982**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

DIAL FINANCE COMPANY OF IDAHO MERGER COMPANY

We, the undersigned natural persons of full age, all of whom are citizens of the United States, desiring to form a corporation under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: Dial Finance Company of Idaho Merger Company.

ARTICLE II

The purposes for which the corporation is organized are:

1. To engage in, conduct, and carry on a general loan and finance business in all of its branches; to act as agent or broker in procuring money for loans; to loan money and funds and to make advances to any corporation, partnership, firm, association, organization or natural person upon security of its or his undertakings, property, estate, assets, securities and effects, or any part thereof, secured by mortgage on or pledge of real estate or personal property or both, and/or by assignments of salary or wages (earned or to be earned), and/or by any other security whatsoever, or without any security, and to hold any security for any such loans or advances and to deal with and dispose of same.
2. To engage in a general insurance agency or brokerage business or both; to procure insurance for and on behalf of persons who borrow money from this corporation in connection with loans made in order to insure the security for such loans and the borrower's ability to repay such loans.
3. To buy, sell, cash, transfer, convey, endorse, assign, exchange, mortgage, pledge, hypothecate, hold, guarantee the payment of, and otherwise acquire, retain, dispose of, and deal in notes, bonds, checks, open accounts, certificates of indebtedness, contracts, choses in action, and other obligations and evidences thereof, whether issued by or constituting obligations of corporations, partnerships, firms, associations, organizations or natural persons.
4. To do all things necessary, suitable or proper for the accomplishment or attainment of any of the foregoing purposes or objects, either alone or in association with other corporations, firms or individuals, and to do every other act or thing incidental to, or appurtenant to, or growing out of, or connected with the aforesaid purposes or objects, or any thereof, to the extent permitted by law.

The objects and purposes herein enumerated shall be construed as powers as well as objects and purposes and, except as otherwise expressly provided, shall not be deemed to exclude by inference any powers, objects or purposes conferred upon this corporation independently of the above enumeration, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or general purposes or powers of the corporation, nor shall the expression of one thing be deemed to exclude another although it be of like nature not expressed.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The location and post office address of the resident agent and registered office of the corporation in Idaho is:

Larry Hilliard  
267 North Orchard Street  
Boise, Idaho 83704

ARTICLE V

The total authorized number of par value shares is: 250 shares of common stock of the par value of \$100.00 per share, and their aggregate par value is \$25,000.00.

ARTICLE VI

The number of directors constituting the initial board of directors shall be three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Steve R. Wagner	207 9th Street Des Moines, Iowa 50307
William F. Kramer	207 9th Street Des Moines, Iowa 50307
James R. Berens	207 9th Street Des Moines, Iowa 50307

ARTICLE VII

The name and address of each of the incorporators is as follows:

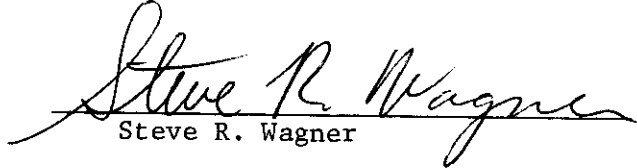
Steve R. Wagner	207 9th Street Des Moines, Iowa 50307
Faye L. Kunz	207 9th Street Des Moines, Iowa 50307

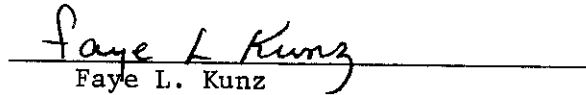
ARTICLE VIII

As the corporation is one of the various subsidiaries affiliated with a parent corporation, it is contemplated that there will be relations between this corporation and its parent corporation, and associated companies and persons; therefore, no contract, act or other transaction between this corporation and any person or persons, co-partnership, corporation or association shall be affected or invalidated by the fact that any one or more of the stockholders, directors or officers of this corporation is interested in, or is a stockholder, director or officer of such other corporation or association, or is a party to or interested in such contract, act or other transaction, or in any way connected with such person or persons, co-partnership, association or corporation or that in any transaction between this corporation and another corporation either of

them is a stockholder in the other. Any person who may become a director of this corporation is hereby relieved from all disability or liability arising out of any contract in good faith with the corporation for the benefit of himself or any person or persons, co-partnership, association or corporation in which he may have or represent a financial interest.

Dated this 11th day of August, 1982.

  
Steve R. Wagner

  
Faye L. Kunz

STATE OF IOWA )  
                  ) ss:  
COUNTY OF POLK )

On this 11th day of August, A.D. 1982, before me, the undersigned, a Notary Public in and for said County in said State, personally appeared Steve R. Wagner and Faye L. Kunz, to me known to be the identical persons named in and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same as their voluntary act and deed.

  
Notary Public



CONSENT TO USE OF NAME

I, Steve R. Wagner, hereby certify that I am Assistant Secretary of the following corporations, who by these presents, hereby give their consent to Dial Finance Company of Idaho Merger Company to use the name Dial Finance Company of Idaho Merger Company.

Dial Finance Company of Idaho  
Dial Corporation, Inc.  
Dial Computer Systems Corporation, Inc.  
Dial Leasing Corporation  
First Dial Corporation No. 1

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of August, 1982.

  
Assistant Secretary