

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

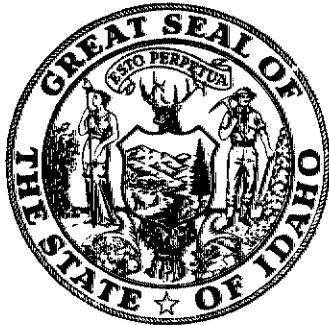
ADVANTAGE INSURANCE AGENCY, INC.

File number C 110232

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 the above named corporation, 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: April 14, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Sibley*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE
ADVANTAGE INSURANCE AGENCY, INC.
(an Idaho Corporation)

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THE UNDERSIGNED, acting as incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation.

FIRST

The name of the Corporation is ADVANTAGE INSURANCE AGENCY, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the Corporation is organized is to obtain licenses for and operate a general insurance agency for the sale of various insurance products and otherwise transact business related to insurance sales, and further for the transaction of any and all lawful business for which the Corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

This Corporation is authorized to issue one class of stock to be designated "Common Stock". The total number of shares which this Corporation is authorized to issue is 10,000,000 (ten million) shares of Common Stock, \$.001 par value.

FIFTH

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH

The location of the initial registered office of the Corporation is 111 Main Street, P.O. Box 538, Lewiston, Idaho 83501 and the name of its initial registered agent at such address is Reed J. Taylor.

SEVENTH

The number of directors constituting the initial Board of Directors is one; and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his

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successors are elected and qualified is:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|--|
| Reed J. Taylor | 111 Main Street P.O. Box 538 Lewiston, Idaho 83501 |

EIGHTH

The name and address of the incorporator is as follows:

Daniel L. Spickler
P.O. Box 538
111 Main Street
Lewiston, Idaho 83501

NINTH

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided, that no such amendment, alteration, change or repeal shall be effective except upon approval by the majority of each class of outstanding stock. All rights of stockholders of the Corporation are granted subject to this reservation.

TENTH

At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

ELEVENTH

A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh by the

shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

DATED this 3 day of April, 1995

Daniel L. Spickler
Daniel L. Spickler, Incorporator