

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY OF

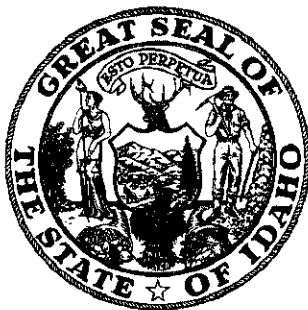
HIGHLAND CAPITAL INSURANCE SERVICES, INC.

File number C 132676

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: February 24, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

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

FEB 24 10 14 AM '00

1. The name of the corporation is Highland Capital Insurance Services, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 1/13/99
5. The address of its principal office is 2 Metroplex Drive, Suite 220, Birmingham, Alabama 35209
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

Dated: 2-4-00

Highland Capital Insurance Services, Inc.

(Corporation name)

By W. Todd Carlisle
W. Todd Carlisle

Its Vice President and Secy.
(specify capacity of signer)

Customer Acct #

IDAHO SECRETARY OF STATE

(if using pre-paid account)

CK: 101100237 CT: 69776 BN: 293004

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

g:\compforms\ACA2.pmb Revised 4/97

HIGHLAND CAPITAL INSURANCE SERVICES, INC.

Board of Directors:

John L. Robinson, Jr.	2 Metroplex Drive Suite 220 Birmingham, AL 35209
J. Forrest Collier	2 Metroplex Drive Suite 220 Birmingham, AL 35209
Keith D. Duke	2 Metroplex Drive Suite 220 Birmingham, AL 35209
W. Todd Carlisle	2 Metroplex Drive Suite 220 Birmingham, AL 35209

Officers:

John L. Robinson, Jr.	President
J. Forrest Collier	Vice President & Assistant Secretary
Keith D. Duke	Vice President & Treasurer
W. Todd Carlisle	Vice President & Secretary

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGHLAND CAPITAL INSURANCE SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0254606

DATE: 02-11-00