



Department of State

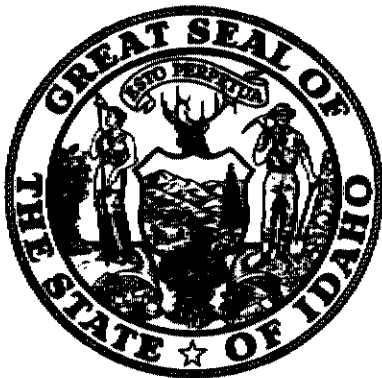
**CERTIFICATE OF INCORPORATION
OF**

MICA BENEFITS, INCORPORATED

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: August 14, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Mathews*

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ARTICLES OF INCORPORATION
OF
MICA BENEFITS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of twenty-one (21) years or more, for the purpose of organizing a Corporation pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is MICA BENEFITS, INCORPORATED.

ARTICLE II

PURPOSE

S.2.1 ADMINISTRATIVE THIRD PARTY BENEFITS

The purpose for which the Corporation is organized is to conduct business as benefit administrative services, to act as the agent of such persons, firms, associations and corporations, and shall employ it to administer, adjust, pay, collect and report information

concerning benefit(s), and to prepare, present, adjust, settle, collect and purchase claims arising under benefits provided by said entities, and such other business as is incidental to such business.

S.2.2 GENERAL

To do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental to or growing out of or connected with the aforesaid business or powers, or any part or parties thereof; provided, the same is not inconsistent with the laws under which this Corporation is organized.

ARTICLE III

DURATION

The existence of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV

CAPITOL STOCK

Aggregate number of shares which this Corporation shall have authority to issue is FIFTY THOUSAND (50,000) shares

of common voting stock, no par value. All stock of the Corporation shall be of the same class and have the same rights and preferences.

ARTICLE V

MINIMUM PAID IN CAPITAL

The Corporation shall not commence business until consideration of the value of at least One Thousand and NO/100 (\$1,000.00) Dollars has been received by it for the issuance of such shares.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Stockholders shall have a pre-emptive right to acquire unissued or treasury shares or securities convertible into such shares or carry a right to subscribe to or acquire shares.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address is GERALD B. MITCHELL, 703 John Adams Parkway, Idaho Falls, Idaho 83401; the principal office shall be 703 John Adams Parkway, Idaho Falls, Idaho 83401.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is Three (3). The following Directors shall serve until their annual meeting of shareholders or until their successors are elected and qualified:

GERALD B. MITCHELL	703 John Adams Parkway Idaho Falls, ID 83401
JEAN ROBERT BABILIS	4185 Harrison Blvd., #300 Ogden, UT 84403
JAN BABILIS	4185 Harrison Blvd., #300 Ogden, UT 84403

ARTICLE IX

OFFICERS

Officers of this Corporation shall include a President, one or more Vice Presidents, a Secretary and a Treasurer, or a Secretary/Treasurer. The President, Vice President(s), the Secretary, and the Treasurer or Secretary/Treasurer shall be elected by the Board of Directors and may, but need not be, elected from the members of the Board.

ARTICLE X

NON-ASSESSABILITY OF STOCK

Shares of Stock of this Corporation shall be issued fully paid and shall be non-assessable for any purpose. The private property of the stockholders shall not be liable for the debts, obligations, or liabilities of this Corporation.

ARTICLE XI

INDEMNIFICATION

Any person made a party to or involved in any civil, criminal, or administrative action, suit or proceeding by reason of the fact that he is or his testator in intestate is or was a Director, officer, or employee of the Corporation, or of any Corporation which he, the testator, or intestate serves as such at the request of the Corporation shall be indemnified by the Corporation against expense reasonably incurred by him or imposed on him in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to matters as to which it is adjudged in such action, suit, or proceeding that such officer, Director, or employee was liable to the Corporation, or to such other Corporation, for negligence or misconduct in the performance of this duty. As used herein the term "expense" shall include all obligations incurred by such person for the payment of money including, without limitation, attorney's fees, Judgments, awards, fines,

penalties, and amounts paid in satisfaction of Judgment or in settlement of any such action, suit, or proceeding except amounts paid to the Corporation by him. A Judgment or conviction whether based on pleas of guilty or nolo contendere or its equivalent or after Trial shall not of itself be deemed an adjudication that such Director, officer, or employee is liable to the Corporation, or such other Corporation, for negligence or misconduct in the performance of his duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth from time to time in the Bylaws or by any of the following procedures:

(a) Order of the Court or administrative body or agency having Jurisdiction of the action, suit, or proceeding;

(b) Resolution adopted by a majority of the quorum of Board of Directors of the Corporation without counting in such majority a quorum any Directors who have incurred expenses in connection with such action, suit, or proceeding;

(c) If there is no quorum of Directors who have not incurred expenses in connection with such action, suit, or proceeding, then by resolution adopted by a majority of the committee of Shareholders and Directors by the Board of Directors;

(d) Resolution adopted by majority of the quorum of

the Directors entitled to vote at any meeting; or
(e) Order of any Court having Jurisdiction over the Corporation. Any such determination that a payment by way of indemnify should be made will be binding upon the Corporation;

Such right or indemnification shall not be exclusive or any other right which Director, officers and employees of the Corporation and the other persons above-mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaws, agreement, vote of Stockholders, provision of law, or otherwise as well as their rights under this Article. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as fully as though such persons had been a Director, officer, or employee of the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

S.12.1 Amendment to Articles. The Corporation may amend its Articles of Incorporation, from time to time, so as:

- (a) To change its Corporate name.
- (b) To change its period of duration.
- (c) To change, enlarge or diminish its Corporate purposes.
- (d) To increase or decrease the aggregate number of

shares, or shares of any class, which the Corporation has authority to issue.

(e) To limit, deny or grant to Stockholders of any class the pre-emptive right to acquire additional or treasury shares of the Corporation, whether then or thereafter authorized.

(f) To increase or decrease the par value of the authorized shares of any class having a par value, whether issued or unissued.

(g) To exchange, classify, reclassify or cancel all or any part of its shares, whether issued or unissued.

(h) To change the designation of all or any part of its shares, whether issued or unissued, and to change the preferences, limitations, and the relative rights in respect of all or any part of its shares, whether issued or unissued.

(i) To change the shares of any class, whether issued or unissued, into the same or a different number of shares without par value, and to change shares without par value into the same or a different number of shares having a par value.

(j) To change the shares of any class, whether issued or unissued, and whether with or without par value, into a different number of shares of the same class or into the same or a different number of

shares, either with or without par value, of other classes.

(k) To create new classes of shares having rights and preferences either prior and superior or subordinate and inferior to the shares of any class then authorized, whether issued or unissued.

(l) To cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared.

(m) To divide any preferred or special class of shares, whether issued or unissued, into series and fix and determine the designations of such series and the variations in the relative rights and preferences as between the shares of such series.

(n) To authorize the Board of Directors to establish, out of authorized but unissued shares, a series of any preferred or special class of shares and fix and determine the relative rights and preferences of the shares of a series so established.

(o) To authorize the Board of Directors to fix and determine the relative rights and preferences of the authorized but unissued shares of series theretofore established in respect of which either the relative rights and preferences have not been fixed and determined or the relative rights and preferences

theretofore fixed and determined are to be changed.

(p) To revoke, diminish, or enlarge the authority of the Board of Directors to establish a series out of authorized but unissued shares of any preferred or special class and fix and determine the relative rights and preferences of the shares of any series so established.

ARTICLE XIII

INCORPORATORS

The names and addresses of each of the Incorporators are as follows:

GERALD B. MITCHELL	703 John Adams Parkway Idaho Falls, ID 83401
JEAN ROBERT BABILIS	4185 Harrison Blvd., #300 Ogden, UT 84403
JAN BABILIS	4185 Harrison Blvd., #300 Ogden, UT 84403

IN WITNESS WHEREOF, the undersigned original Incorporators hereinabove named, have hereunto set our hands this 12 day of August, 1987.


GERALD B. MITCHELL,
Incorporator


JEAN ROBERT BABILIS,
Incorporator

Jan Babilis
JAN BABILIS,
Incorporator

Gerald B. Mitchell
GERALD B. MITCHELL,
Registered Agent

STATE OF UTAH)
COUNTY OF WEBER)

On this 12 day of August, 1987,
personally appeared before me GERALD B. MITCHELL, who being
first duly sworn, severally declared to me that he is the
person who signed the foregoing instrument as Incorporator and
Registered Agent, and that the statements contained therein
contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand this
12 day of August, 1987.

Patricia P. Curtis
NOTARY PUBLIC
Residing at: Ogden, UT

My commission expires:
5-20-91

STATE OF UTAH)
)
COUNTY OF WEBER)

On this 12 day of August, 1987,
personally appeared before me JEAN ROBERT BABILIS, who being
first duly sworn, severally declared to me that he is the
person who signed the foregoing instrument as Incorporator and
that the statements contained therein contained are true.

12 day of August, 1987.
IN WITNESS WHEREOF, I have hereunto set my hand this

Patricia G. Curtis
NOTARY PUBLIC
Residing at: Ogden, UT

My commission expires:
5-20-91

STATE OF UTAH)
)
COUNTY OF WEBER)

On this 12 day of August, 1987,
personally appeared before me JAN BABILIS, who being first duly
sworn, severally declared to me that he is the person who
signed the foregoing instrument as Incorporator and that the
statements contained therein contained are true.

12 day of August, 1987.
IN WITNESS WHEREOF, I have hereunto set my hand this

Patricia G. Curtis
NOTARY PUBLIC
Residing at: Ogden, UT

My commission expires:
5-20-91