



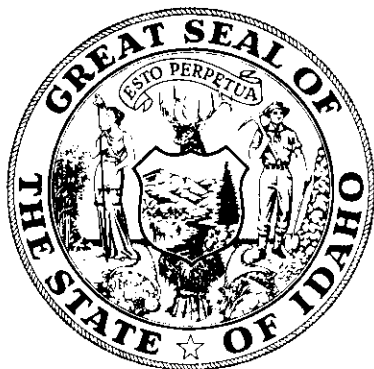
CERTIFICATE OF AUTHORITY
OF

RISK & BENEFIT MANAGEMENT SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **RISK & BENEFIT MANAGEMENT SYSTEMS, 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 **RISK & BENEFIT MANAGEMENT SYSTEMS, INC.** to transact business in this State under the name **RISK & BENEFIT MANAGEMENT SYSTEMS, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 7, 1983**



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 RISK & BENEFIT MANAGEMENT SYSTEMS, INC.
2. *The name which it shall use in Idaho is RISK & BENEFIT MANAGEMENT SYSTEMS, INC.
3. It is incorporated under the laws of California
4. The date of its incorporation is April 12, 1982 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 660 Newport Center Drive, Suite 1000, Newport Beach, CA 92660
6. The 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 C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Insurance agents and brokers.

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

Name	Office	Address
See Attached		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	Without Par Value

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>Without Par Value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 3, 19 88

RISK & BENEFIT MANAGEMENT SYSTEMS, INC.

By William R. Kersten
William R. Kersten
Its President
and Shirley D. Cann
~~Kathleen G. Parkyn~~ SHIRLEY D. CANN
Its ASSISTANT Secretary

STATE OF CALIFORNIA)

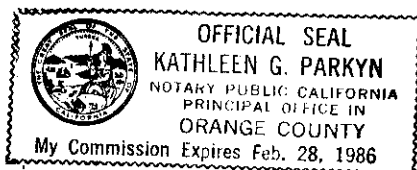
COUNTY OF ORANGE) ss:

I, Kathleen G. Parkyn, a notary public, do hereby certify that on
this 3rd day of February, 19 88, personally appeared before
me William R. Kersten, who being by me first duly sworn, declared that he
is the President of RISK & BENEFIT MANAGEMENT SYSTEMS, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

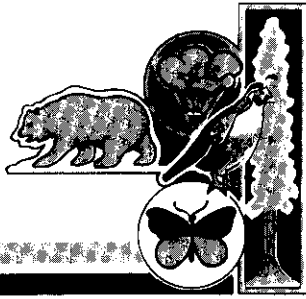
Kathleen G. Parkyn
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



OFFICERS & DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
William R. Kersten	President/Director	660 Newport Center Drive, Suite 1000 Newport Beach, CA 92660
John W. Roblee	Vice President/Finance	660 Newport Center Drive Suite 1000 Newport Beach, CA 92660
William F. Luke	Treasurer	660 Newport Center Drive Suite 1000 Newport Beach, CA 92660
Lawrence G. Becker	Secretary/Director	660 Newport Center Drive Suite 1000 Newport Beach, CA 92660
Shirley D. Cann	Assistant Secretary	660 Newport Center Drive Suite 1000 Newport Beach, CA 92660
Richard J. Salisbury	Sr. Vice President	380 E. Parkcenter Boise, Idaho 83706
Thomas G. Littell	Sr. Vice President	Market Tower II 3025 S. Parker Road Suite 825 Aurora, Colorado 80014
Robert L. Jenkins	Sr. Vice President	3200 Wilshire Boulevard Los Angeles, CA 90010
Hal Forkush	Sr. Vice President	Spithead House Reid Street P.O. Box 2018 Hamilton 5, Bermuda
Joseph N. Tate	Director	660 Newport Center Drive Suite 1000 Newport Beach, CA 92660
William A. Mizell	Director	660 Newport Center Drive Suite 1000 Newport Beach, CA 92660
Samuel Alcorn	Director	660 Newport Center Drive Suite 1000 Newport Beach, CA 92660



State of California

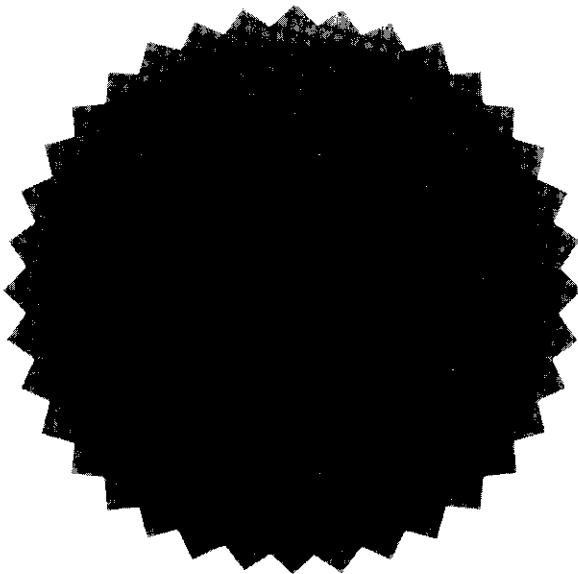
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 23 1983



March Fong Eu

Secretary of State

1108934

FILED

In the office of the Secretary of State
of the State of California

APR 12 1982

MARCH FONG EU, Secretary of State

By *Alma Carroll*
Deputy

ARTICLES OF INCORPORATION

OF

RISK & BENEFIT MANAGEMENT SYSTEMS, INC.

I

The name of the corporation is

RISK & BENEFIT MANAGEMENT SYSTEMS, INC.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in this state of the corporation's initial agent for service of process is Lawrence G. Becker, 660 Newport Center Drive, Suite 1000, Newport Beach, California 92660.

IV

The corporation shall have the authority to issue one class of shares. The total number of shares authorized is ten thousand (10,000) with no par value.

IN WITNESS WHEREOF, the undersigned who are the incorporators, have executed these Articles of Incorporation on April 5, 1982.

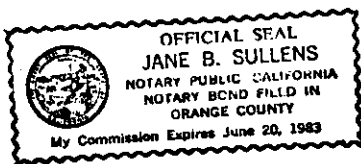
Lawrence G. Becker
Lawrence G. Becker, Incorporator

Shirley D. Cann
Shirley D. Cann, Incorporator

State of California) ss
County of Orange)

On April 5, 1982, before me, a Notary Public for the State of California, personally appeared Lawrence G. Becker and Shirley D. Cann, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

Witness my hand and official seal.



Jane B. Sullens
Jane B. Sullens, Notary Public

My Commission expires June 20, 1983