

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

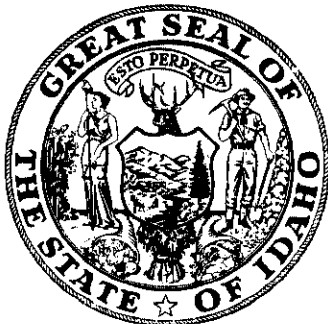
UNIMERICA, INC.

File Number C 127324

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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: January 27, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Amanda Hill*

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:

FILED

JAN 27 11:21 AM '99

1. The name of the corporation is Unimerica, 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 10/14/98
5. The address of its principal office is MN008-T202, 300 Opus Center, 9900 Bren Road East, Minnetonka, Minnesota 55343
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: 01-13-99

Unimerica, Inc.
(Corporation name)
By Ronald B. Colby
Ronald B. Colby
Its President
(specify capacity of signer)

Customer Acct #:
(If using pre-~~paid~~ **IDAHO SECRETARY OF STATE** Secretary of State use only
01/27/1999 09:00
CK: 130026179 CT: 22105 BN: 102347
1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4
C127524

g:\corpforms\CA2.pm6 Revised 4/97

Appendix to Idaho
Application for Certificate of Authority

**Directors and Officers of
Unimerica, Inc.**

1. Ronald B. Colby, Director
300 Opus Center, 9900 Bren Road East
Minnetonka, Minnesota 55343
2. Stephen J. Hemsley, Director
300 Opus Center, 9900 Bren Road East
Minnetonka, Minnesota 55343
3. Ronald B. Colby, President
300 Opus Center, 9900 Bren Road East
Minnetonka, Minnesota 55343
4. Ronald B. Colby, Chief Executive Officer
300 Opus Center, 9900 Bren Road East
Minnetonka, Minnesota 55343
5. Matthew L. Friedman, Secretary
450 Columbus Blvd.
Hartford, Connecticut 06115
6. David J. Lubben, Assistant Secretary
300 Opus Center, 9900 Bren Road East
Minnetonka, Minnesota 55343
7. Cecilia A. Walpole-Griffin, Treasurer
450 Columbus Blvd.
Hartford, Connecticut 06115
8. Allan J. Weiss, Assistant Treasurer
5901 Lincoln Drive
Edina, Minnesota 55436
9. Diane L. Flottesch, Vice President - Taxes
5901 Lincoln Drive
Edina, Minnesota 55436

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIMERICA, 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 TWENTY-SECOND DAY OF JANUARY, A.D. 1999.

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

Edward J. Freel, Secretary of State

2948338 8300

991026797

AUTHENTICATION:

DATE:

9535093

01-22-99