

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

U.S. RISK MANAGEMENT SERVICES, INC.

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 _____

U.S. RISK MANAGEMENT SERVICES, INC.

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: June 11, 1980



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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CLERK OF
STATE

ARTICLES OF INCORPORATION
OF
U.S. RISK MANAGEMENT SERVICES, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, being a natural person of full age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is U.S. RISK MANAGEMENT SERVICES, INC.

SECOND

The corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (§30-1-3).

THIRD

The corporation is to have perpetual existence.

FOURTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

FIFTH

The number of Directors of the corporation shall be specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

SIXTH

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

SEVENTH

A voluntary sale, lease, or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made upon such terms and conditions as may be deemed expedient and for the best interest of the corporation by a majority vote of the stockholders and in accordance with Idaho law.

EIGHTH

No contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any Director of the corporation who is also a director or officer of

such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

NINTH

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

TENTH

The amount of capital of this corporation shall be, and is, 5000 shares of stock at par value of \$1.00 each, making an aggregate stock of \$5,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

ELEVENTH

The name and post office address of the incorporator is as follows:

NAME

Joyce Dick

ADDRESS

802 West Bannock, Suite 501
Boise, Idaho 83702

TWELFTH

The location and post office address of the registered office of the corporation is 380 East Parkcenter Boulevard, Boise, Idaho 83706.

THIRTEENTH

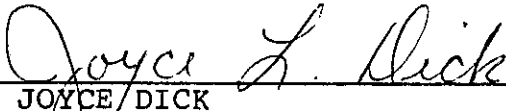
The registered agent for the corporation is Merle Colpron,
380 East Parkcenter Boulevard, Boise, Idaho 83706.

FOURTEENTH

The Directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joyce Dick	802 W. Bannock, Suite 501 Boise, Idaho 83702
Mary Lynch	802 W. Bannock, Suite 501 Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 11th day of June, 1982.



JOYCE/DICK