

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
NFP INSURANCE SERVICES, INC.**

File Number C 138207

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: March 22, 2001



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:

1. The name of the corporation is NFP INSURANCE SERVICES, INC.
NFP INSURANCE SERVICES, INC.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of TEXAS
4. Its date of incorporation is AUGUST 10, 1987
5. The address of its principal office is _____
1250 CAPITAL OF TX. HIGHWAY, SUITE 600, BLDG. 2, AUSTIN, TX 78746
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. The street address of its registered office in Idaho is 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached officers/directors rider</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 3/19/01

NFP INSURANCE SERVICES, INC.

(Corporation name)

By Miriam I. Katz

Its Asst Secretary

(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

IDAHO SECRETARY OF STATE
Secretary of State use only

03/22/2001 09:00
CK: 37339 CT: 49569 BH: 306377

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

Revised 7/97
g:\corp\forms\ACA.ppt6

C138207

FILED/EFFECTIVE

NFP INSURANCE SERVICES, INC.

FILED/EFFECTIVE
OF MAR 22 PM 10:31
STATE OF IDAHO

DIRECTORS

Robert R. Carter	1250 Capital of Tx. Highway S. Austin, TX 78746
Ross Campbell	500 W. Madison Street, #3650 Chicago, IL 60661

OFFICERS

Robert R. Carter	1250 Capital of Tx. Highway S. Austin, TX 78746	President
R. Bruce Callahan	1250 Capital of Tx. Highway S. Austin, TX 78746	Chairman
Douglas Hammond	787 Seventh Avenue, 49 th Floor New York, NY 10019	Vice President Asst. Secretary
Miriam I. Katz	787 Seventh Avenue, 49 th Floor New York, NY 10019	Asst. Secretary

C 138207

01 MAR 22 PM 10:31
SECRETARY OF STATE
STATE OF IDAHO



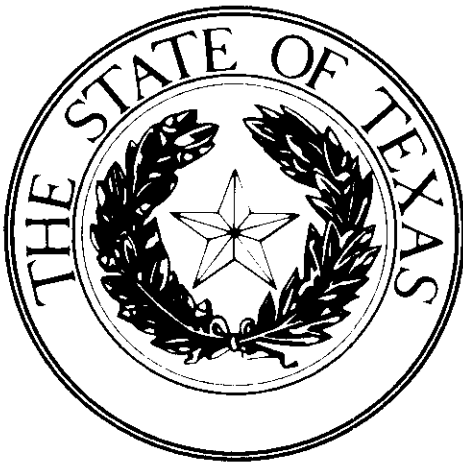
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

NFP INSURANCE SERVICES, INC.
File No. 1057075-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on March 20, 2001.*

Henry Cuellar

Henry Cuellar
Secretary of State DAE