

CERTIFICATE OF AUTHORITY
OF

AMFIRE, INC.

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

Dated August 10, 19 81.



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 Amfire, Inc.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is March 27, 1978 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 100 W. Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 2417 Bank Drive
300 North 6th Street
Boise, Idaho-83704 Boise, Idaho 83705, and the name of its proposed registered agent in Idaho at that address is R. D. STEWART
GT-CORPORATION SYSTEM-
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity.

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

Name	Office	Address
See Attached List		

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
1,000	Common	\$250.00

(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
600	Common	\$250.00

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 July 20, 1981

Amfire, Inc.
By M. Gordon Gaddy
M. Gordon Gaddy
Its President
and Maryanne Neill
Maryanne Neill
Its Assistant Secretary

STATE OF CALIFORNIA)
) ss:
COUNTY OF San Francisco)

I, Pedro Olivarez Guerra, a notary public, do hereby certify that on this 20th day of July, 1981, personally appeared before me M. Gordon Gaddy, who being by me first duly sworn, declared that he is the President of Amfire, Inc.

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



OFFICIAL SEAL
PEDRO OLIVAREZ GUERRA
NOTARY PUBLIC - CALIFORNIA
City and County of SAN FRANCISCO

Pedro Olivarez Guerra
Notary Public

*Pursuant to section 90-12-08(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.

Directors

<u>Name</u>	<u>Address</u>	<u>Title</u>	<u>Term Expires</u>
Edwin F. Cutler	3333 California Street San Francisco, CA 94118	Chairman of the Board	March, 1982
Francis W. Benedict	3333 California Street San Francisco, CA 94118	Director	March 1982 or until successors are elected and qualified
M. Gordon Gaddy	1600 Los Gatos Road San Rafael, CA 94911	Director	March 1982 or until successors are elected and qualified
Hersh A. Markusfeld	1600 Los Gatos Road San Rafael, CA 94911	Director	March, 1982
John S. Marr	1600 Los Gatos Road San Rafael, CA 94911	Director	March, 1982
Frank J. McCormack	1600 Los Gatos Road San Rafael, CA 94911	Director	March, 1982

Officers

M. Gordon Gaddy	See above	President	Until next annual election of officers or until successors are chosen and qualified
Richard Carlton Smith	1600 Los Gatos Road San Rafael, CA. 94911	Vice- President	
Francis W. Benedict	See above	Secretary	Until next annual election of officers or until successors are chosen and qualified
Kenneth S. Carpenter	1600 Los Gatos Road San Rafael, CA 94911	Controller	Until next annual election of officers or until successors are chosen and qualified
Michael Djordjevich	3333 California Street San Francisco, CA 94118	Treasurer	Until next annual election of officers or until successors are chosen and qualified
Maryanne Neill	3333 California Street San Francisco, CA 94118	Assistant Secretary	Until next annual election of officers or until successors are chosen and qualified
Ian Mitchell	3333 California Street San Francisco, CA 94118	Assistant Secretary	Until next annual election of officers or until successors are chosen and qualified

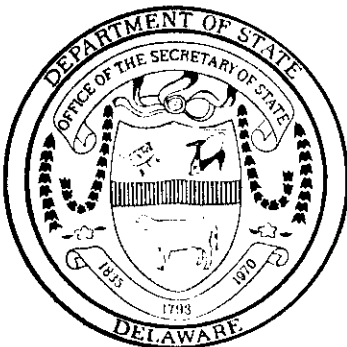


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Restated Certificate of Incorporation
filed in this office on July 6, 1981.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: E. Curran

DATE: August 4, 1981

RESTATED
CERTIFICATE OF INCORPORATION
OF

AMFIRE FINANCIAL PLANNING SERVICES, INC.

Amfire Financial Planning Services, Inc., (the "Corporation") incorporated March 27, 1978, a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

The amendment and restatement of the Corporation's Certificate of Incorporation set forth in the following resolution was adopted by the Board of Directors and its shareholder. The Board of Directors duly adopted the following resolution in accordance with the provisions of Sections 242 and 245(b) of the General Corporation Law of the State of Delaware. Written notice was given to and written consent was given by the shareholder in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and thereby the following resolution was duly adopted by the shareholder. The Restated Certificate of Incorporation amends, restates and integrates the provisions of the Corporation's Certificate of Incorporation as herein and heretofore amended or supplemented and there is no discrepancy between those provisions and the provisions of the Restated Certificate:

"RESOLVED, that the Certificate of Incorporation of this Corporation is amended and restated to integrate the provisions of the Corporation's Certificate of Incorporation as herein and heretofore amended or supplemented, as follows:

ARTICLE ONE

The name of this Corporation is Amfire, Inc.

ARTICLE TWO

The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOUR

The total number of shares which the Corporation shall have authority to issue is 1,000 shares, all of one class, of the par value of \$250.00 per share.

ARTICLE FIVE

Meetings of shareholders may be held within or without the State of Delaware as the By-Laws may provide. The books of the Corporation may be kept, subject to any provision contained in the statutes, outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by written ballot unless a By-Law of the Corporation shall so provide.

ARTICLE SIX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

The directors of the Corporation shall have the power to make, alter or repeal By-Laws of the Corporation. The fact that such power has been so conferred upon the directors shall not divest the shareholders of the power, nor limit their power to adopt, amend or repeal By-Laws.

ARTICLE SEVEN

Election of directors need not be by written ballot."

IN WITNESS WHEREOF, Amfire Financial Planning Services, Inc., has caused this Certificate to be signed and attested by its duly authorized officers, this 12th day of June, 1981.

AMFIRE FINANCIAL PLANNING SERVICES, INC.

BY

M. Gordon Gaddy
M. Gordon Gaddy, President

Attest:

F. W. Benedict
F. W. Benedict, Secretary