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Department of State.

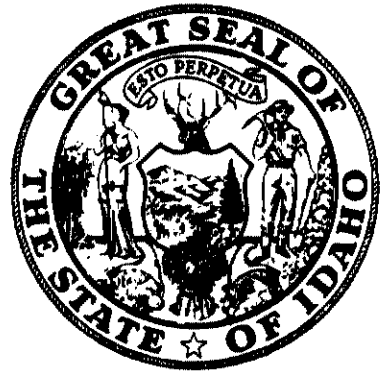
**CERTIFICATE OF AUTHORITY
OF**

SWETT INSURANCE MANAGERS, INC.

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

Dated **September 16, 1991**



Pete T. Cenarrusa
SECRETARY OF STATE

Sheila M. ...
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

RECEIVED
IDaho STATE
SEC. OF STATE
SEP 16 AM 11

1. The name of the corporation is Swett Insurance Managers, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is January 27, 1983 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

4100 East Mississippi Ave., Suite 410, Denver, CO 80222

6. The address to which correspondence should be addressed, if different from that in item 5.

3699 Wilshire Blvd., Suite 1200, Los Angeles, CA 90010

7. The street address of its proposed registered office in Idaho is 877 Main Street,

Boise, Idaho 83702-5858, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

insurance underwriters/brokerage

9. The names and respective addresses of its directors and officers are: See Attached

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

Name	Office	Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: September 3, 1991

SWETT INSURANCE MANAGERS, INC.

(Corporation Name)

By *John R. ...*
 Its ~~President~~ ^{Executive} Vice President (please specify)

and *Jacquelyn T. Moya*
 Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF CALIFORNIA)
) ss:
 COUNTY OF LOS ANGELES)

I, *Patricia I. Manske*, a notary public, do hereby certify that on this 3rd day of September, 19 91, personally appeared before me Jacquelyn T. Moya, who being by me first duly sworn, declared that (s)he is the Assistant Secretary of Swett Insurance Managers, Inc.

that (s)he signed the foregoing document as Assistant Secretary of the corporation and that the statements therein contained are true.



Patricia I. Manske
 Notary Public

SWETT INSURANCE MANAGERS, INC.

DIRECTORS

	<u>Addresses</u>
Hartman, John R.	3699 Wilshire Blvd., Suite 1200 Los Angeles, CA 90010
Scott, Robert A.	3699 Wilshire Blvd., Suite 1200 Los Angeles, CA 90010
Stanley, Warren S.	3699 Wilshire Blvd., Suite 1200 Los Angeles, CA 90010

OFFICERS

	<u>Addresses</u>
Alcorn, Robert D., Vice President	4100 East Mississippi Avenue, Suite 410 Denver, CO 80222
Friemann, J. Bernard., Assistant Secretary	475 Park Avenue South New York, NY 10016
Hartman, John. R., Executive Vice President	3699 Wilshire Blvd., Suite 1200 Los Angeles, CA 90010
Morgan, C. Fred, Vice President	4100 East Mississippi Avenue, Suite 410 Denver, CO 80222
Moya, Jacquelyn. T., Assistant Secretary	3699 Wilshire Blvd., Suite 1200 Los Angeles, CA 90010
Scott, Robert, Treasurer	3699 Wilshire Blvd., Suite 1200 Los Angeles, CA 90010
Stanley, Warren. S., President	3699 Wilshire Blvd., Suite 1200 Los Angeles, CA 90010
Zicarelli, Paul. D., Corporate Secretary	385 Washington Street St. Paul, MN 55102



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

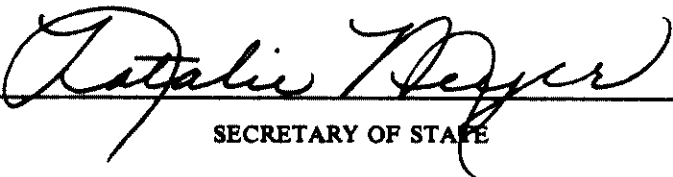
I, *NATALIE MEYER*, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

SWETT INSURANCE MANAGERS, INC.
(COLORADO CORPORATION)

has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: AUGUST 30, 1991



SECRETARY OF STATE