

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ASPEN FINANCIAL GROUP, 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 the above named corporation, 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: July 22, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Basala*

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF

ASPEN FINANCIAL GROUP, INC.

KNOW ALL MEN BY THESE PRESENTS,

That I, the undersigned, being of full age and a citizen of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and I hereby certify in writing:

ARTICLE I

NAME

The name of the corporation shall be Aspen Financial Group, Inc.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or by any other law of Idaho, including financial planning and insurance sales together with any lawful powers and privileges incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

ARTICLE III

DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located at 212 Second Avenue West, Twin Falls, in the County of Twin Falls. The post office address of the registered office of said corporation in the State of Idaho, County of Twin Falls shall be P.O. Box 105, Twin Falls, Idaho 83303-0105. Terry C. McCurdy shall be the registered agent at the address set forth above.

ARTICLE V
CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000, all of which shall have a par value of \$1.00 per share.

ARTICLE VI
INCORPORATOR

Following is the name and post office address of the incorporator:

NAME OF INCORPORATOR

Terry C. McCurdy

POST OFFICE ADDRESS

P.O. Box 105
Twin Falls, Idaho
83303-0105

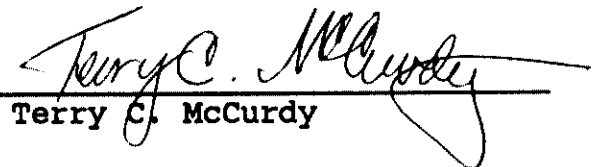
ARTICLE VII
MANAGEMENT

The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. Byron G. McCurdy shall serve as director until the first annual meeting of shareholders or until his successor is elected and qualified.

ARTICLE VIII
BY-LAWS

The initial By-laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-laws or adopt new By-laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of July, 1991.



Terry C. McCurdy

STATE OF IDAHO)
) SS.
County of Twin Falls)

On this 10th day of July, 1991, before me, the undersigned, a notary public in and for said county and state, personally appeared Terry C. McCurdy, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the same day and year in this certificate first above written.

Kim K Roper
Notary Public for Idaho
Residing at Twin Falls, Idaho

County of Twin Falls