

Department of State.

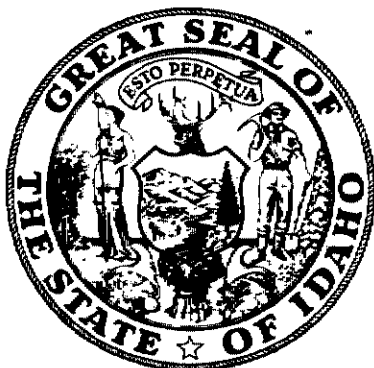
**CERTIFICATE OF AUTHORITY
OF**

MCG EQUITIES, INC.

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

Dated July 24, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

John Robert M. Zabala
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: STATE

JUL 24 6 55 AM '89
SECRETARY OF STATE

1. The name of the corporation is MCG EQUITIES, INC.

2. The name which it shall use in Idaho is MCG EQUITIES, INC.

(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 Delaware

4. The date of its incorporation is July 20, 1988 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 Incorporating Systems, Ltd.
15 East North Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 899, Dover Delaware 19903

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

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

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

Name	Office	Address
<u>Connie K. Elmore</u>	<u>President/Director</u>	<u>P.O. Box 3917 Portland, Oregon 97208</u>
<u>Edward R. Hall</u>	<u>Vice President</u>	<u>same</u>
<u>Diane M. Richter</u>	<u>Secretary/Treasurer</u>	<u>same</u>
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(continued on reverse)

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: 7-21-89

MCG EQUITIES, INC.

(Corporation Name)

by Connie Elmore

Its President/ Vice President (please specify)

and Deane Licht

Its Secretary/ Assistant Secretary (please specify)

STATE OF Oregon)

) ss:

COUNTY OF Multnomah)

I, Clare DuClos, a notary public, do hereby certify that on

this 21st day of July, 1989, personally appeared before

me Connie K. Elmore, who being by me first duly sworn, declared that (s)he

is the President of MCG EQUITIES, INC.

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

Clare DuClos

Notary Public



Jul 24 6 55 AM '89
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MCG EQUITIES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12267210

DATE: 07/19/1989