

# State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

MARSH USA INC.

dba MARSH USA RISK SERVICES, INC.

File Number C 129741

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: July 20, 1999



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonny Herold*

# 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:

JUN 18 10 55 AM '99

1. The name of the corporation is Marsh USA Inc
2. The name which it shall use in Idaho is Marsh USA Risk Services, Inc.
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 4/16/23
5. The address of its principal office is 1166 Avenue of the Americas, New York, New York 10036
6. The address to which correspondence should be addressed, if different than item 5, is \_\_\_\_\_
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701  
\_\_\_\_\_, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

Dated: 6/17/99

By Barry W. Furst  
(Corporation name)

Its Secretary  
(specify capacity of signer)

Customer Acct # \_\_\_\_\_  
IDAHO SECRETARY OF STATE

(If using pre-paid account)  
CK: 13210202 CT: 4567 IN: 235313

1 @ 100.00 = 100.00 AUTH PRO # 3  
1 @ 20.00 = 20.00 EXPEDITE C # 4

C 129741

Directors and Officers of Marsh USA Inc.

1. Directors:

Directors' business address: 1166 Avenue of the Americas, New York, New York 10036.

Norman Barham  
Roger E. Egan  
Robert J. Newhouse III

2. Officers:

Officers' business address: 1166 Avenue of the Americas, New York, New York 10036

President	-	Roger E. Egan
Secretary	-	Barry W. Furst
Assistant Secretaries	-	Gary Hirsch Barry J. Kerschner Alan Rosenbloom Alexandra von Ferstel
Treasurer	-	Pierre D. Bognon
Assistant Treasurers	-	Kenneth V. Arestia Joseph Meyer Roger A. Szajngarten

CERTIFICATE

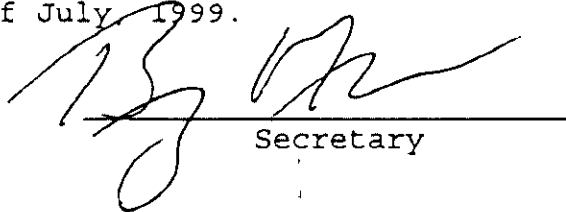
OF

THE

SECRETARY

I, Barry W. Furst, Secretary of Marsh USA Inc., a Delaware corporation, (the "Corporation") do hereby certify that attached hereto is a true and correct copy of the resolutions as approved, ratified and confirmed by unanimous written consent of the Board of Directors of the Corporation on June 28, 1999, which resolutions have neither been amended nor rescinded and are in full force and effect as of the date hereof.

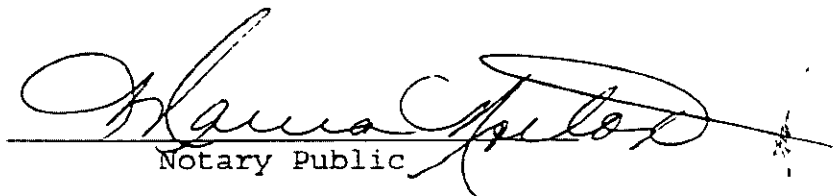
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15<sup>th</sup> day of July, 1999.

  
Secretary

(Corporate Seal)

State of New York    )  
                                  ) ss.:  
County of New York )

On the 15<sup>th</sup> day of July, 1999, before me personally came Barry W. Furst, to me known to be the individual described in and who executed this instrument, and acknowledged that she executed the same.

  
Notary Public

MAURA NORTON  
Notary Public, State of New York  
No. 41-4858604  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires May 5, 2001

**MARSH USA INC.**  
**(Delaware)**

**RESOLVED**, that Marsh USA Inc., organized and existing in the State of Delaware, hereby adopts the fictitious name "Marsh USA Risk Services" for use in the State of Idaho for all purposes; and further

**RESOLVED**, that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Idaho under the name "Marsh USA Risk Services".

State of Delaware  
Office of the Secretary of State

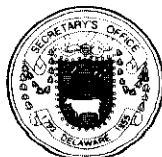
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARSH USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

9780682

DATE:

06-02-99