

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

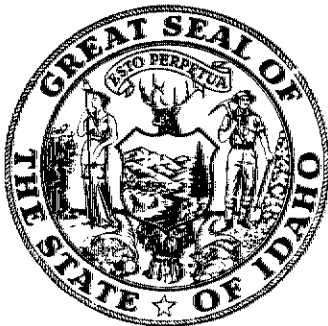
MITCHELL GROUP, INC.

File number C 119665

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: May 30, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

ORIGINAL

**ARTICLES OF INCORPORATION
OF
MITCHELL GROUP, INC.**

97 MAY 30 AM 8:42

The undersigned, acting as Incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is Mitchell Group, Inc.

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**Article III.
PURPOSE OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. To operate Health Care Insurance sales and service.
2. To do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE IV.
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	100	Zero---No Value

ARTICLE V.

Articles of incorporation

IDAHO SECRETARY OF STATE
DATE 05/19/1997
0900 94112 2
CK #: 1326 CUST# 81677
CORP 1@ 100.00= 100.00
1

#: C

INITIAL REGISTERED OFFICE AND AGENT

The business address of the registered office of the Corporation is 1606 E. Miles Avenue, Hayden Lake, Idaho 83835. The mailing address is 1606 E. Miles Avenue, Hayden Lake, Idaho. The registered agent of the corporation is Jack L. Mitchell, and said agent can be located during regular office hours at the registered office. The address of the registered agent is 1606 E. Miles Avenue, Hayden Lake, Idaho 83835

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is two and the names and addresses of the persons who are to serve as the Initial Directors are:

NAME	ADDRESS
Jack L. Mitchell	1606 E. Miles Avenue, Hayden Lake, Idaho 83835
Susan E. Mitchell	1606 E. Miles Avenue, Hayden Lake, Idaho 83835

ARTICLE VII. INCORPORATOR

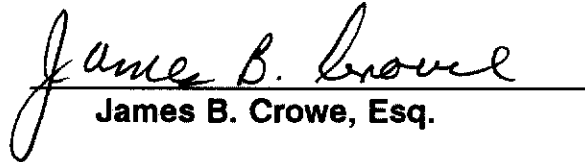
The name and address of the Incorporator is :

NAME	ADDRESS
James B. Crowe, Esq.	301 First Street, Suite 920, Coeur d'Alene, Idaho 83814.

The mailing address is P.O.Box 2066 Coeur d'Alene, Idaho 83816.

SIGNATURE OF INCORPORATOR

Dated: May 13, 1997


James B. Crowe, Esq.