

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

WILLIS CORROON ADMINISTRATIVE SERVICES CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WILLIS CORROON ADMINISTRATIVE SERVICES CORPORATION 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 WILLIS CORROON ADMINISTRATIVE SERVICES CORPORATION to transact business in this State under the name WILLIS CORROON ADMINISTRATIVE SERVICES CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 29, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
SECRETARY OF STATE
91 DEC 9 AM 10 52
(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:

1. The name of the corporation is Willis Corroon Administrative Services Corporation

2. The name which it shall use in Idaho is Willis Corroon Administrative Services Corporation

(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 Tennessee

4. The date of its incorporation is 5/28/59 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 301 Plus Park Boulevard, Nashville, Tennessee 37217

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

7. The street address of its proposed registered office in Idaho is 877 Main, Suite 1000, Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is Prentice Hall Corporation Systems, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: Insurance brokerage and related administrative services

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

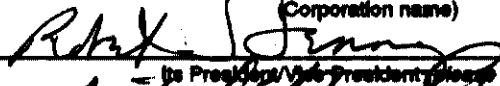
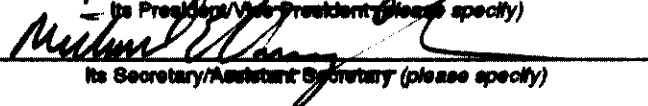
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Richard M. Miller	Director	26 Century Boulevard, Nashville, TN 37214
John M. Lamberson	Director	Wall Street Plaza, New York, NY 10005
Donald R. King	Director	26 Century Boulevard, Nashville, TN 37214
Robert J. Jennings	President	301 Plus Park Boulevard, Nashville, TN 37217
DeWitt Hinds	Sr. Vice President	301 Plus Park Boulevard, Nashville, TN 37217
Michael E. Vaughn	Secretary	301 Plus Park Boulevard, Nashville, TN 37217
Forrest B. Gibbs, Jr.	Treasurer	301 Plus Park Boulevard, Nashville, Tn 37217

- 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: December 3, 1991

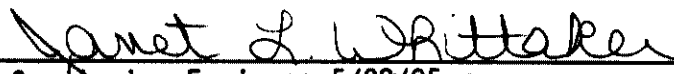
Willis Corroon Administrative Services Corporation

By  (Corporation name)
 its President/Vice President (please specify)
 and 
 its Secretary/Assistant Secretary (please specify)

STATE OF Tennessee)
) ss:
 COUNTY OF Davidson)

I, Janet L. Whittaker, a notary public, do hereby certify that on this 3rd day of December, 19 91, personally appeared before me Robert Jennings & Michael Vaughn, who being by me first duly sworn, declared that (s)he^{they} are the President & Secretary of Willis Corroon Administrative Services Corporation

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


 My Commission Expires: 5/28/95 Notary Public

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/19/1991
REQUEST NUMBER: 2314-0427
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/28/1959
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0054724
JURISDICTION: TENNESSEE

RECEIVED
STATE
NOV 20 9 52 AM

TO:
WILLIS CORROON CORPORATION
AT: J. DUKE
301 PLUS PARK BLVD
NASHVILLE, TN 37217

REQUESTED BY:
WILLIS CORROON CORPORATION
AT: J. DUKE
301 PLUS PARK BLVD
NASHVILLE, TN 37217

CERTIFICATE OF EXISTENCE

I, BRYANT MILLSAPS, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"WILLIS CORROON ADMINISTRATIVE SERVICES CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED WITH THIS OFFICE; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFIC

RECEIVED: 10.00

ON DATE: 11/19/1991

RECEIPT NUMBER: 00001273183

FROM:
WILLIS CORROON CORPORATION
AT: J. DUKE
301 PLUS PARK BLVD
NASHVILLE, TN 37217



BRYANT MILLSAPS
SECRETARY OF STATE

