

State of Idaho

Office of the Secretary of State

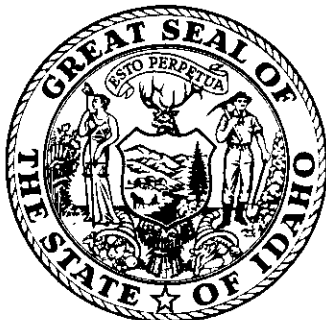
**CERTIFICATE OF AUTHORITY
OF
ASPEN FINANCIAL/BENEFITS GROUP, INC.**

File Number C 152910

I, BEN YSURSA, 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: 2 February 2004



Ben Yursa

SECRETARY OF STATE

By *Sally L. Loney*

FILED EFFECTIVE

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**APPLICATION FOR CERTIFICATE
OF AUTHORITY (For Profit)**

(Instructions on Back of Application)

STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
Aspen Financial / Benefits Group, Inc.
2. The name which it shall use in Idaho is: Aspen Financial / Benefits Group, Inc.
3. It is incorporated under the laws of: Nevada
4. Its date of incorporation is: September 27, 2000
5. The address of its principal office is:
3225 McLeod Dr. Suite 100, Las Vegas, NV 89121
6. The address to which correspondence should be addressed, if different from item 5, is:
4301 E. Nibley Circle, Idaho Falls, ID 83401
7. The street address of its registered office in Idaho is: 4301 E. Nibley Circle, Idaho Falls, ID 83401
and its registered agent in Idaho at that address is: Bryant Ford
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
Bryant Ford	President, Secretary	4301 E. Nibley Circle
	Treasurer, Director	Idaho Falls, ID 83401
Teresa Ford	Director	4301 E. Nibley Circle
		Idaho Falls, ID 83401

Dated: 1/29/04

Signature: Bryant Ford

Typed Name: Bryant Ford

Capacity: President, Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
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C 152910

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ASPEN FINANCIAL/BENEFITS GROUP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 27, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 2, 2004.



DEAN HELLER
Secretary of State

By

Certification Clerk