

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

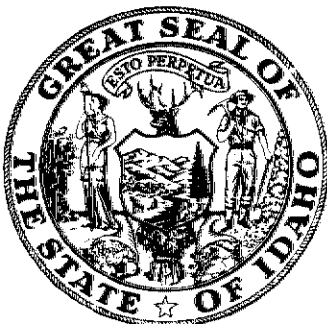
WESTWOOD INSURANCE AGENCY
DBA WESTWOOD INSURANCE AGENCY, INC.

File Number C 120477

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WESTWOOD INSURANCE AGENCY for a Certificate of Authority to transact business in this State, duly executed 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 WESTWOOD INSURANCE AGENCY to transact business in this State under the name WESTWOOD INSURANCE AGENCY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 6, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Nathalie Lamb

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:

1. The name of the corporation is WESTWOOD INSURANCE Agency
2. The name which it shall use in Idaho is WESTWOOD Insurance Agency, Inc.
3. It is incorporated under the laws of CALIFORNIA
4. Its date of incorporation is JULY 24, 1952
5. The address of its principal office is 14140 VENTURA BOULEVARD, SUITE 200
SHERMAN OAKS, CA 91423
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. The street address of its registered office in Idaho is 200 North 23rd Street, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED</u>		

Dated: JULY 2, 1997

WESTWOOD INSURANCE AGENCY

(Corporation name)

By John T. Fj

Its President

(specify capacity of signer)

Customer Acct # :

(if using pre-paid account) **IDaho SECRETARY OF STATE**

Secretary of State use only

07/22/1997 09:00
CK: 7901342 CT: 16058 BH: 23598

1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 CORP SUR

WESTWOOD INSURANCE AGENCY
DBA WMC INSURANCE SERVICES
a California Corporation

OFFICERS AND DIRECTORS

DIRECTORS

John J. Flynn	14140 Ventura Blvd., Suite 200 Sherman Oaks, CA 91423
Scott McAfee	6320 Canoga Avenue Woodland Hills, CA 91367

OFFICERS

John J. Flynn President	14140 Ventura Blvd., Suite 200 Sherman Oaks, CA 91423
Mark A. Nettleton Sr. Vice President	14140 Ventura Blvd., Suite 200 Sherman Oaks, CA 91423
Gregory Lewis Vice President	14140 Ventura Blvd., Suite 200 Sherman Oaks, CA 91423
Jerome Malkowski Vice President	14140 Ventura Blvd., Suite 200 Sherman Oaks, CA 91423
Evelyn R. Moran Vice President, Controller, Secretary	14140 Ventura Blvd., Suite 200 Sherman Oaks, CA 91423
Colleen Sparks Vice President	14140 Ventura Blvd., Suite 200 Sherman Oaks, CA 91423
Judy Fuller Assistant Vice President	14140 Ventura Blvd., Suite 200 Sherman Oaks, CA 91423
Brenda Johnson Assistant Vice President, Assistant Controller, Assistant Secretary	14140 Ventura Blvd., Suite 200 Sherman Oaks, CA 91423

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 24th day of July, 19 97,

WESTWOOD INSURANCE AGENCY

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

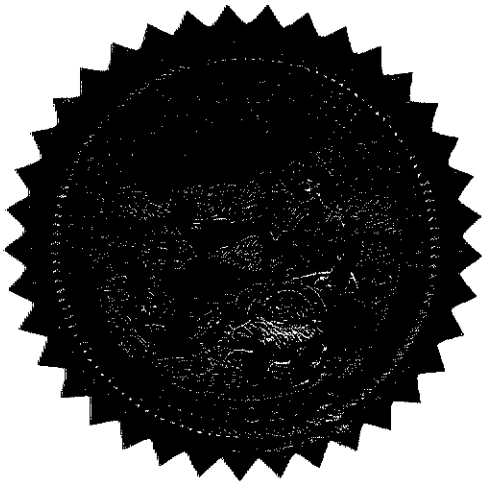
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

July 17, 1997.



Bill Jones

Secretary of State