

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GUARDIAN NORTHWEST OF BOISE, INC.

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: October 22, 1993



Pete T. Cenarrusa
SECRETARY OF STATE
By A handwritten signature of Pete T. Cenarrusa, which is also written in the text above it.

Oct 18 3 51 PM '93

SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF

GUARDIAN NORTHWEST OF BOISE, INC.

Oct 22 3 59 PM '93
SECRETARY OF STATE

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I.

NAME OF THE CORPORATION

The name of the corporation is GUARDIAN NORTHWEST OF BOISE, INC. ("Corporation").

ARTICLE II.

DURATION

The Corporation shall have perpetual existence.

ARTICLE III.

PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized are (i) the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and (ii) the transaction of the business of Life, Disability, Property and/or Casualty Insurance.

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	10,000	\$1.00

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is First Interstate Center, 877 Main Street, Suite 1000, Boise, Idaho 83702, and the name of its initial registered agent at such address is Michael O. Roe.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Steve Doucette	1101 West River Street, Suite 150 Boise, Idaho 83702
Craig Lochner	1101 West River Street, Suite 150 Boise, Idaho 83702

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator is:

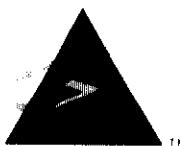
NAME	ADDRESS
Michael O. Roe	First Interstate Center 877 Main Street, Suite 1000 Boise, Idaho 83702

SIGNATURE OF INCORPORATOR

Dated: October 18, 1993



Michael O. Roe



G U A R D I A N N O R T H W E S T
Committed to Saving You Money, One on One!
230PM '93
SECRETARY OF STATE

October 22, 1993

Pete T. Cenarrusa
Secretary of State
State of Idaho
Statehouse
Boise, ID 83702

On behalf of Guardian Northwest Holding Co., Inc., we have no objection to your office granting a corporate charter to Guardian Northwest of Boise, Inc. Guardian Northwest of Boise, Inc. will be affiliated with Guardian Northwest Holding Co., Inc. in part and parcel in conducting insurance business in the state of Idaho.

Sincerely,

Craig A. Lochner
Chief Financial Officer

/cdm

Craig A. Lochner, Chief Financial Officer

1101 W. River Street, Suite 150 Boise, Idaho 83702 (208)336-1075 1(800)776-3386 FAX (208)336-1175