

State of Idaho

Office of the Secretary of State

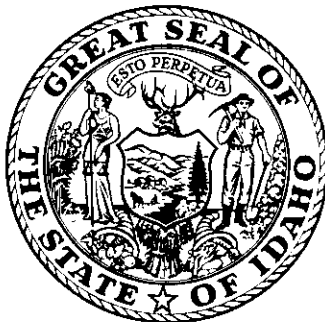
**CERTIFICATE OF REGISTRATION
OF
DIRECTORS AGENCY, L.P.**

File Number L 5118

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Registration, duly executed pursuant to the provisions of the Idaho Limited Partnership 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 Registration to transact business in this State and attach hereto a duplicate of the Application for Registration.

Dated: 26 November 2003



Ben Yursa

SECRETARY OF STATE

By *Supette Holloman*

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

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To the Secretary of State of Idaho:

Pursuant to the Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in Idaho, and for that purpose submits the following statement:

1. The name of the limited partnership is Directors Agency, L.P.
2. The name which it shall use in Idaho is Directors Agency, L.P.
3. It was organized under the laws of Delaware on 2-1-02
4. The address of its registered or principal office in the state or country under the laws of which it is organized is 6550 Directors Parkway Abilene TX 79606
5. The name and street address of its proposed registered agent in Idaho are CT Corporation System 300 N. 6th Street Bosie, Idaho 87302
6. The address at which a list of the names, addresses and contributions of the limited partners is kept is 6550 Directors Parkway Abilene, TX 79606

(The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.)

7. The name and business address of each general partner are:

Name	Address
<u>Directors Capital Ventures, Inc.</u>	<u>6550 Directors Parkway Abilene, TX 79606</u>
_____	_____
_____	_____
_____	_____

Dated 11-25-03

Signature Terry L. Groban

Typed Name Terry L. Groban, VP/CFO/Sec/Tres

Secretary of State use only

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IDAHO SECRETARY OF STATE
11/26/2003 05:00
CK: 1191 CT: 174621 BN: 713774
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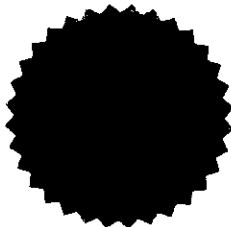
L5118

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIRECTORS AGENCY, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF NOVEMBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2764145

DATE: 11-20-03