



CERTIFICATE OF INCORPORATION
OF

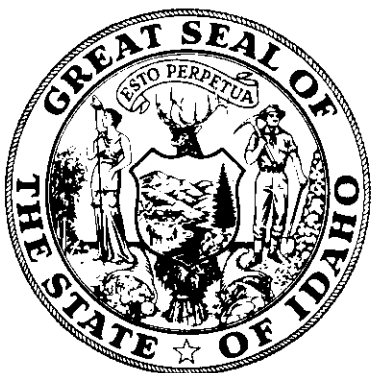
DISTRIBUTORS INSURANCE SERVICE, INC.

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 DISTRIBUTORS
INSURANCE SERVICE, INC.

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: January 9, 1984



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
DISTRIBUTORS INSURANCE SERVICE, INC.

The undersigned incorporator desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act adopts the following articles of incorporation:

FIRST: The name of this corporation is:

DISTRIBUTORS INSURANCE SERVICE, INC.

SECOND: Registered Office and Registered Agent:
The address of the corporation's initial registered office in the State of Idaho is: 209 Main Street, Ada County, Boise, Idaho 83702. The name of the corporation's initial registered agent at such address is William M. Thomas.

THIRD: The number of directors constituting the initial board of directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

William M. Thomas, 209 Main Street, Boise, Idaho 83702.
Robert C. Eldridge, Jr., 209 Main Street, Boise, Idaho 83702.
Betty McFalls, 209 Main Street, Boise, Idaho 83702

FOURTH: The name and address of the initial incorporator is:

William M. Thomas, 209 Main Street, Boise, Idaho 83702.

FIFTH: The general nature of the business of the corporation will be to act as agent, broker, or attorney in fact on commission or otherwise for insurance companies, bonding companies and fidelity companies in soliciting and receiving applications for fire, casualty, personal lines, commercial, accident, health, marine, life insurance and all other kinds of insurance, collecting premiums, doing premium financing and doing such other business as may be delegated to or appropriate for agents or brokers by and for such companies and to conduct a general insurance agency and insurance brokerage business.
The above enumerated powers shall not be construed as limiting or restricting in any manner the powers of this corporation which shall always have such incidental powers as may be connected with or related to any specific power herein enumerated.

The corporation is for profit.

SIXTH: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock without nominal par value.

SEVENTH: The amount of capital with which this corporation will begin business shall be One Thousand Dollars (\$1000); and when such amount so fixed shall have been subscribed for, all subscriptions of stock of this corporation shall be enforceable and it may proceed to do business in the same manner and as fully as though the maximum number of

authorized shares under this provision of the preceding section hereof shall have been subscribed for.

EIGHTH: This corporation shall exist perpetually.

NINTH: The fiscal year of this corporation shall end on the 31st day of December of each year.

TENTH: It is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of the corporation granted by the laws of Idaho, but said clauses shall be construed liberally both as to objects and powers.

ELEVENTH: All common stock of this corporation shall be issued and held subject to the following restrictions, which restrictions shall be inscribed on each certificate issued as evidencing such stock:

The common stock evidenced by this certificate is issued and held subject to the following restrictions. In the event the owner of this stock desires to sell, hypothecate or transfer same to any other person it must first be offered to this corporation for sale; that in such event the corporation should fail to accept such offer within fifteen days (15) days thereafter such stockholders, or any of them fail or fails to accept such offer, either in whole or in part, may said stock be sold, hypothecated or transferred to others. In the event of death of a stockholder the estate of said deceased stockholder is required to offer for sale said deceased stockholder's stock in accordance with this restriction.

There shall be a first lien in favor of the corporation upon the shares of stock represented by this certificate and upon the dividends declared upon same for any indebtedness of the respective shareholders thereof to the corporation.

The foregoing provisions of this certificate relating to restrictions on the transfer of common stock in this corporation and liens may not be amended except with the consent of all common stock of this corporation. The Board of Directors are hereby expressly authorized to issue the whole, or any part determined by them, of the shares of stock as partly paid, subject to call thereon until the whole thereof shall have been paid; and the corporation may declare, and pay dividends on such stock, upon the basis of the amount actually paid on the respective shares. The certificate issued to represent such stock shall show the amount paid thereon, and the holder thereof shall not be subject to any liability to the corporation except for the payment of the amount shown by such certificate as unpaid.

I, the undersigned, apply to the State of Idaho, by virtue of the laws of the land, for a charter of incorporation for the purposes and with the powers, etc. declared in the foregoing instrument.

Witness my hand this the 6TH day of January, 1984.

William M. Thomas

STATE OF TENNESSEE
COUNTY OF KNOX

Personally appeared before me, Audrey Forness, a Notary Public, the within named incorporator, William M. Thomas, with whom I am personally acquainted, and who acknowledged that he executed the within application for a charter of incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in Knoxville, Tennessee, this 6th day of January, 1984.

Audrey Forness
Notary Public

My Commission Expires: 8/29/87
Executed in Duplicate on 6th day of January, 1984.