



Department of State.

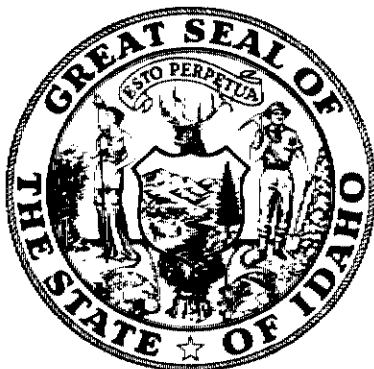
**CERTIFICATE OF AUTHORITY
OF
FLC PREMIUM FINANCING COMPANY**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified 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 _____
to transact business in this State under the name _____
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated August 10, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Mathews

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is FLC Premium Financing Company

2. The name which it shall use in Idaho is FLC Premium Financing Company

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is January 10, 1985 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

4100 West Alameda Avenue, Burbank, California, 91505

6. The address to which correspondence should be addressed, if different from that in item 5.

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7. The street address of its proposed registered office in Idaho is 300 North Sixth Street, Boise,
Idaho, 83701, and the name of its proposed

registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

insurance premium financing

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Joseph George Havlick</u>	<u>Ch/Bd-Director</u>	<u>4100 West Alameda Avenue, Burbank, CA 91505</u>
<u>Thomas Gilbert Bernard</u>	<u>C.F.O.-Director</u>	<u>4100 West Alameda Avenue, Burbank, CA 91505</u>
<u>Lee William Spitler, Jr.</u>	<u>Treasurer-Director</u>	<u>4100 West Alameda Ave., Burbank, CA 91505</u>
<u>John Elden Swanton</u>	<u>President</u>	<u>4100 West Alameda Ave., Burbank, CA 91505</u>
<u>Richard Fischer</u>	<u>Vice President</u>	<u>4100 West Alameda Ave., Burbank, CA 91505</u>
<u>Trude A. Tsujimoto</u>	<u>Secretary</u>	<u>1150 S. Olive Street, Los Angeles, CA 90015</u>

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 4, 1987

FLC Premium Financing Company

(Corporation Name)

By J. E. Swanton
Its President/~~Vice President~~ (please specify)

and M. D. [Signature]
Its Secretary/~~Assistant Secretary~~ (please specify)

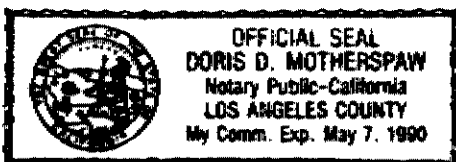
STATE OF California)

) ss:

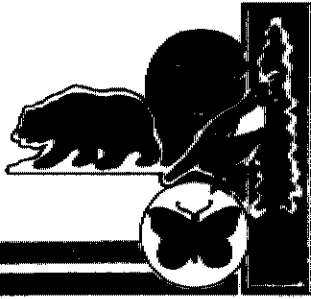
COUNTY OF Los Angeles)

I, Doris Motherspaw, a notary public, do hereby certify that on
this 4th day of August, 19 87, personally appeared before
me J. E. Swanton, who being by me first duly sworn, declared that (s)he
is the President of FLC Premium Financing Company

that (s)he signed the foregoing document as President of the corporation and that
the statements therein contained are true.



Doris D. Motherspaw
Notary Public



REC-1
SEC. 5
87 APR 10 PM 2 03

State of California

OFFICE OF THE SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 10th day of January, 19 85,

FLC PREMIUM FINANCING COMPANY

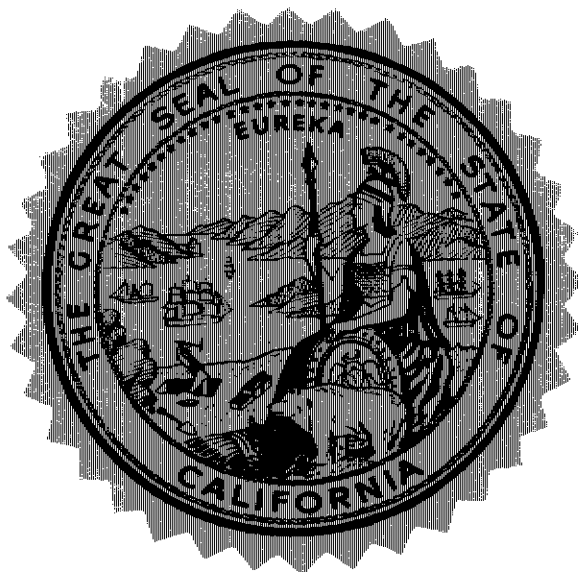
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

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
5th day of May, 1987

March Fong Eu

Secretary of State