

State of Idaho

Office of the Secretary of State

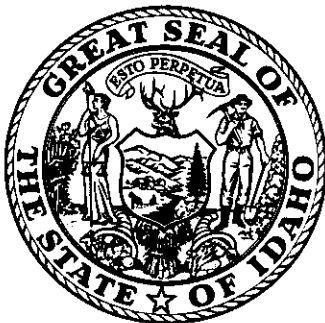
**CERTIFICATE OF AUTHORITY
OF
MARSH FINANCIAL SERVICES, INC.**

File Number C 147730

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation 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 Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 19 February 2003



Ben Yursa

SECRETARY OF STATE

By *Melanie T. ...*

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APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 FEB 19 PM 3:10

STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Marsh Financial Services, Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: New York

4. Its date of incorporation is: 7/25/1968

5. The address of its principal office is:

1166 Avenue of the Americas, New York, NY 10036

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: c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702

and its registered agent in Idaho at that address is: C T Corporation System

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

Name	Office	Address
<u>See Attachment</u>		

Dated: February 7, 2003

Signature: *Susie S. Wu*

Typed Name: Susie S. Wu

Capacity: Assistant Secretary

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

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Revised 01/2002

IDAHO SECRETARY OF STATE

02/19/2003 05:00

CK: 88687 CT: 20168 BH: 663847

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1 @ 20.00 = 20.00 EXPEDITE C # 3

Marsh Financial Services, Inc.

<u>Name</u>	<u>Position</u>
DORWEILER, Kirke M.	President
O'BRIEN, Margaret. M.	Secretary
SZAJNGARTEN, Roger A.	Treasurer
WU, Susie S.	Assistant Secretary
DORWEILER, Kirke M.	Director
SALERNO, Joseph D.	Director

Office Address:
1166 Avenue of the Americas
New York, NY 10036

State of New York } ss: Department of State

I hereby certify, that the Certificate of Incorporation of MARSH FINANCIAL SERVICES, INC. was filed on 07/25/1968, under the name of J & H EQUITY CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment J & H EQUITY CORPORATION, changing its name to JOHNSON & HIGGINS FINANCIAL SERVICES, INC., was filed 04/11/1988.

A Certificate of Amendment JOHNSON & HIGGINS FINANCIAL SERVICES, INC., changing its name to J&H MARSH & MCLENNAN FINANCIAL SERVICES, INC., was filed 03/16/1998.

A Certificate of Amendment J&H MARSH & MCLENNAN FINANCIAL SERVICES, INC., changing its name to MARSH FINANCIAL SERVICES, INC., was filed 07/07/1999.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of February
two thousand and three.*

Secretary of State

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