

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

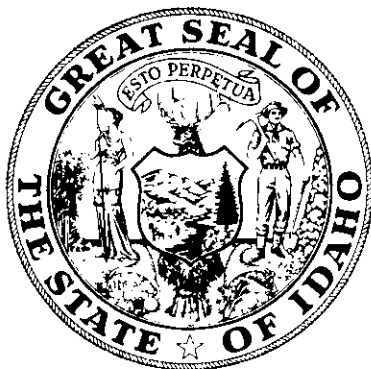
GREAT AMERICAN--WEST, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GREAT AMERICAN--WEST, INC.

_____ 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 GREAT AMERICAN--WEST, INC.
to transact business in this State under the name GREAT AMERICAN--WEST, INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated July 20, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-101, 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 Great American West, Inc.

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

(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 Ohio

4. The date of its incorporation is July 27, 1983 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 580 Walnut Street, Cincinnati, Ohio 45202

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

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: any lawful purpose.

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

Name	Office	Address
Roger W. Gilbert		200 S. Manchester Ave., St. 600 Orange, CA 92668
Carl H. Lindner		One East Fourth St. Cincinnati, OH 45202
Carl H. Lindner III		580 Walnut St. Cincinnati, OH 45202
Ronald F. Walker		580 Walnut St. Cincinnati, OH 45202
Roger W. Gilbert	President	200 S. Manchester Ave., St. 600 Orange, CA 92668
See Attached		

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1,000	Common Stock	\$1.00

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1,000	Common Stock	\$1.00

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

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: May 25, 1984

Great American--West, Inc.

By Robert A. Adams
~~Its President~~ Vice President (please specify)

and Kenneth H. Hunkle
Its Secretary ~~Assistant Secretary~~ (please specify)

STATE OF OHIO)
)ss
COUNTY OF HAMILTON)

I, Susan K. Duebber, a notary public, do hereby certify that on
this 25 day of May, 19 84, personally appeared before me
Robert A. Adams, who being by me first duly sworn, declared that he is the
Vice President of Great American--West, Inc.

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

Susan K. Duebber
Notary Public

SUSAN K. DUEBBER
Notary Public, State of Ohio
My Commission Expires Oct. 21, 1986

OFFICERS CONTINUED

Carl H. Lindner	Chairman of the Board	One East Fourth St. Cincinnati, OH 45202
Ronald A. Novak	Senior Vice President	200 S. Manchester Ave., St. 600 Orange, CA 92668
James N. Buechler	Vice President	200 S. Manchester Ave., St. 600 Orange, CA 92668
Eugene L. Cole	Vice President	200 S. Manchester Ave., St. 600 Orange, CA 92668
Charles B. Honeywell	Vice President	200 S. Manchester Ave., St. 600 Orange, CA 92668
Richard J. Krugman	Vice President	200 S. Manchester Ave., St. 600 Orange, CA 92668
Gary L. Woolsey	Vice President	200 S. Manchester Ave., St. 600 Orange, CA 92668
Clark W. Gilbert	Vice President	200 S. Manchester Ave., St. 600 Orange, CA 92668
Robert A. Adams	Vice President and Treasurer	580 Walnut St. Cincinnati, OH 45202
Karen Holley Horrell	Vice President, General Counsel and Secretary	580 Walnut St. Cincinnati, OH 45202
George A. Church	Assistant Vice President	200 S. Manchester Ave., St. 600 Orange, CA 92668
Ronald C. Hayes	Assistant Secretary	580 Walnut St. Cincinnati, OH 45202
Thomas E. Mischell	Assistant Treasurer	One East Fourth St. Cincinnati, OH 45202
Fred J. Runk	Assistant Treasurer	One East Fourth St. Cincinnati, OH 45202

JUL 20 9 04 AM '84
SECRETARY OF STATE

10297-3152
ARTICLES OF INCORPORATION
OF
GREAT AMERICAN--WEST, INC.

APPROVED
KE-4 AUG 04 BY 15 61
KV-2 AUG 4
DATE 7-27-84
AMOUNT 100.00

The undersigned, a citizen of the United States of America,
desiring to form a corporation for profit under the Ohio Revised
Code, does hereby certify as follows:

FIRST: The name of the corporation shall be GREAT AMERICAN--
WEST, INC.

SECOND: The place in Ohio where its principal office is to
be located is 500 Walnut Street, Suite 825, Cincinnati, Hamilton
County, Ohio 45202.

THIRD: The purposes for which the corporation is formed shall
be to engage in any lawful act or acts for which corporations may
be formed under Sections 1701.01 to 1701.93, inclusive, of the
Ohio Revised Code.

FOURTH:

(a) The total number of shares of all classes of stock which
the corporation shall be authorized to issue shall be One Thousand
(1,000) common shares with a par value of One Dollar (\$1.00) per
share.

(b) No holder of shares of any class of the corporation
shall be entitled as such, as a matter of right, to subscribe for
securities convertible into or exchangeable for shares of the
corporation or to which shall be attached or appertain any
warrants or rights entitling the holder thereof to subscribe for
or purchase shares, except such rights of subscription or pur-
chase, if any, at such price or prices, and upon such terms and

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conditions as the Board of Directors in its discretion from time to time may determine.

FIFTH: The minimum amount of stated capital with which the corporation will commence business shall be One Thousand Dollars (\$1,000.00).

SIXTH: The corporation shall have the right to purchase or sell any class of shares of the corporation, or to acquire, hold and dispose of shares of its own capital and rights thereto from time to time to such extent and in such manner as may be determined by its Board of Directors shall determine, and no other power authorized by law; provided, no such purchase or sale shall result in a depletion of its capital.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 15th day of July, 1941.

Karen H. H. H. H. H.
Karen H. H. H. H. H., Incorporator

F0297-0154

ORIGINAL APPOINTMENT OF AGENT

July 25, 1983

KNOW ALL MEN BY THESE PRESENTS, that KAREN HOLLEY HORRELL,
580 Walnut Street, Suite 825, Cincinnati, Hamilton County, Ohio
45202, a natural person and resident of the State of Ohio, is
hereby appointed as the person on whom any process, notice or
demand required or permitted by statute to be served upon the said
GREAT AMERICAN--WEST, INC. may be served.

GREAT AMERICAN--WEST, INC.

[Signature]
Karen Holley Horrell, Incorporated

Cincinnati, Hamilton County, Ohio
July 25, 1983

GREAT AMERICAN--WEST, INC.
Cincinnati, Hamilton County, Ohio

Sir or Madam:

I hereby accept the appointment as the representative of
your company upon whom process, tax notices and demands may be
served.

[Signature]
Karen Holley Horrell

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE. }

I, SHERROD BROWN,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an
exemplified copy, carefully compared by me with the original record now in my
official custody as Secretary of State, and found to be true and correct, of the

ARTICLES OF INCORPORATION

OF

GREAT AMERICAN--WEST, INC.

(an Ohio corporation)

Charter No. 617879

filed in this office on the 27th day of July A.D. 1983
and recorded on (11) Roll (Volume) F297 , Frame (Page) 0152 of
the Records of Incorporations.

WITNESS my hand and official seal at
Columbus, Ohio, this 14th day
of June A.D. 19 84

Sherrod Brown

SHERROD BROWN
Secretary of State

