

State of Idaho

Department of State

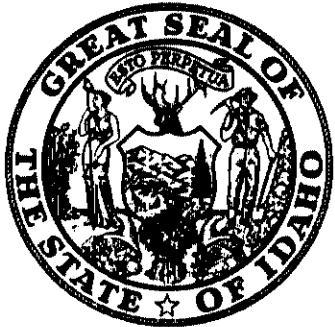
CERTIFICATE OF AUTHORITY OF

TROY FAIN - INSURANCE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TROY FAIN - INSURANCE, 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 TROY FAIN - INSURANCE, INC. to transact business in this State under the name TROY FAIN - INSURANCE, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 28, 1992



Pete T. Cenarrusa
SECRETARY OF STATE
By A handwritten signature of Pete T. Cenarrusa, which is a stylized, flowing cursive script.

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE

92 DEC 28 AM 10 31

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 Troy Fain - Insurance, Inc.

2. The name which it shall use in Idaho is Troy Fain - Insurance, Inc.

(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 Florida

4. The date of its incorporation is July 17, 1975 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 1147 E. Tennessee St., Tallahassee, FL 32308

6. The address to which correspondence should be addressed, if different from that in item 5.
Western Surety Company, Attention: Sally Brinkman, P. O. Box 5077, Sioux Falls, SD 57117-5077

7. The street address of its proposed registered office in Idaho is 702 W. Idaho, P. O. Box 1539, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is Richard C. Mellon, Jr.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
solicitation and servicing of insurance and fidelity and surety products

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19921228 0900 40881 2
CK #: 137780 CUSTS 1
CORPORATIO 10 50.00= 50.00

#:

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

Name	Office	Address
Joe P. Kirby	President, Co-Chairman of the Board, CEO	101 S. Phillips Ave., Sioux Falls, SD 57102
Dan L. Kirby	Executive Vice President, Co-Chairman of the Board, General Counsel & Secretary	101 S. Phillips Ave., Sioux Falls, SD 57102
Monte L. Serr	Executive Vice President	101 S. Phillips Ave., Sioux Falls, SD 57102
Bruce A. Esselborn	Executive Vice President	1400 Lake Hearn Dr., Atlanta, GA 30319
Sheli Z. Rosenberg	Vice President	Two N. Riverside Plaza, Chicago, IL 60606
Arthur A. Greenberg	Vice President	Two N. Riverside Plaza, Chicago, IL 60606
Mary Jane Robertson	Vice President & Assistant Secretary	1400 Lake Hearn Dr., Atlanta, GA 30319
Philip E. Lundy	Treasurer and Controller	101 S. Phillips Ave., Sioux Falls, SD 57102
David T. Rankin	Assistant Vice President	1147 E. Tennessee St., Tallahassee, FL 32308

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: _____

Troy Fain - Insurance, Inc.

By Joe Kirby, Its President
(Corporation name)
Its President/Vice President (please specify)
 and Alisa D. Kirby
Its Secretary/Assistant Secretary (please specify)

STATE OF South Dakota)
 COUNTY OF Minnehaha) ss:

I, J. Mohr, a notary public, do hereby certify that on this 21st day of December, 19 92, personally appeared before me Joe P. Kirby, who being by me first duly sworn, declared that (s)he is the President of Troy Fain - Insurance, Inc.

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

J. MOHR, Notary Public
 My Commission Expires 10-22-97

J. Mohr
 Notary Public

Directors:

Joe P. Kirby 101 S. Phillips Ave., Sioux Falls, SD 57102
Dan L. Kirby 101 S. Phillips Ave., Sioux Falls, SD 57102
Bruce A. Esselborn 1400 Lake Hearn Dr., Atlanta, GA 30319
Sheli Z. Rosenberg Two North Riverside Plaza, Chicago, IL 60606
Arthur A. Greenberg Two North Riverside Plaza, Chicago, IL 60606
Mary Jane Robertson 1400 Lake Hearn Dr., Atlanta, GA 30319
Jeremiah Murphy 101 N. Phillips Ave., Sioux Falls, SD 57102

Officers:

Kim R. Gross Assistant Secretary 101 S. Phillips Ave., Sioux Falls, SD 57102
Susan Obuchowski Assistant Secretary Two North Riverside Plaza, Chicago, IL 60606



Department of State

RECEIVED
SEC. OF STATE

92 DEC 28 AM 10 31

I certify from the records of this office that TROY FAIN - INSURANCE, INC. is a corporation organized under the laws of the State of Florida, filed on July 17, 1975.

The document number of this corporation is 480779.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1992, that its most recent annual report was filed on June 24, 1992, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twelfth day of November, 1992



Jim Smith
Secretary of State



CR2EO22 (2-91)