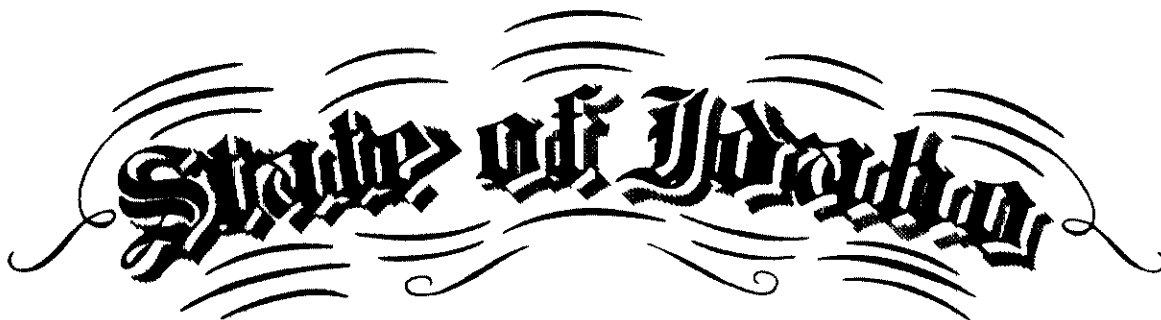


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**CERTIFICATE OF INCORPORATION
OF**

SONDRA MCDERMOTT AGENCY, 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 the above named corporation, 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: February 15, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Myzabala*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION FEB 15 AM 9 16

OF

SONDRA McDERMOTT AGENCY, INC.

FIRST: The name of the corporation is Sondra McDermott Agency, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To be an operating insurance agency. The company shall be authorized to sell health, life, automobile, fire, and casualty insurance to businesses, professionals, and individuals. The company shall also be authorized to sell all products and services authorized by and available through the State Farm Insurance Companies as they may now or from time-to-time be or become available.

FOURTH: It shall have authority to issue one hundred (100) shares of stock, all of one class, no par value.

FIFTH: The address of its initial registered office is 1688 Kimberly Road, Suite No. 1, Twin Falls, Idaho 83301. The name of its initial registered agent at such address is Sondra McDermott.

SIXTH: The number of directors constituting its initial board of directors is one, whose name and address is:

Sondra McDermott
1688 Kimberly Road, Suite 1
Twin Falls, Idaho 83301.

7. The name and address of the sole incorporator is:

Dennis S. Voorhees
733 Addison Avenue
P.O. Box 922
Twin Falls, ID 83303-0922

DATED This 14th day of February, 1990.


Dennis S. Voorhees
Incorporator