

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF
JAMES G. FREEMAN & ASSOCIATES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of JAMES G. FREEMAN & ASSOCIATES, 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 JAMES G. FREEMAN & ASSOCIATES, INC.

to transact business in this State under the name JAMES G. FREEMAN & ASSOCIATES, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated December 7, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sada M. Maurer

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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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 James G. Freeman & Associates, 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 California
4. The date of its incorporation is 1-22-70 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 3130 La Selva Dr. #309, San Mateo, CA 94403
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 6th Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Sales of Life Insurance & Fixed Annuities

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

Name	Office	Address
James G. Freeman	PRES/CHRMN	3130 La Selva Dr. #309, San Mateo, CA 94403
Eleanor A. Lowder	EXEC V.P./DIR	" "
Michael Ferguson	V.P. SALES/DIR	" "
Stefan Dobrus	V.P. OPER/DIR	" "
Craig R. Freeman	V.P. ADM/DIR	" "
Sherrill Bambauer	DIRECTOR	" "
Desmond T. Jenkins	DIRECTOR	" "

(continued on reverse)

Name	Office	Address
John Bruso	DIRECTOR	3130 La Selva Dr #309, San Mateo, CA
Todd L. Freeman	DIRECTOR	140 Elwood St., Redwood City, CA 94062

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: December 3, 1987

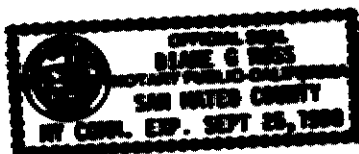
James G. Freeman & Associates, Inc.

(Corporation Name)
 By James G. Freeman Pres.
 Its President/ Vice President (please specify)
 and Craig R. Freeman Sec'y
 Its Secretary/ Assistant Secretary (please specify)

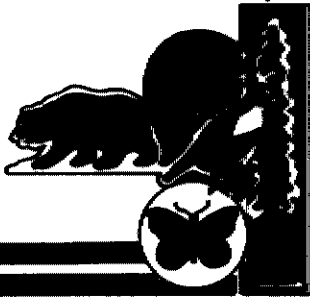
STATE OF California)
) ss:
 COUNTY OF San Mateo)

I, DIANE G. ROSS, a notary public, do hereby certify that on this 3rd day of December, 19 87, personally appeared before me JAMES G. FREEMAN and CRAIG R. FREEMAN, who being by me first duly sworn, declared that they are President and Secretary, in the respectively, of JAMES G. FREEMAN & ASSOCIATES, INC.,

they that signed the foregoing document as officers of the corporation and that the statements therein contained are true.



Diane G. Ross
 Notary Public



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 22nd day of January, 19 70,

JAMES G. FREEMAN & ASSOCIATES, INC.

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

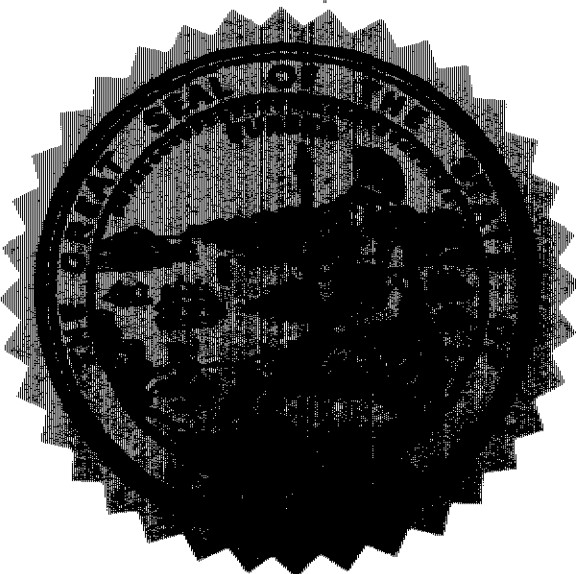
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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 November, 1987



March Fong Eu

Secretary of State

