State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

CHARON PLANNING CORPORATION

File Number C 138399

I PETE T. CENARRUSA, 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: April 5, 2001



Pet M Cemeruse SECRETARY OF STATE

By Suffe from

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application) To the Secretary of State of Idaho: The undersigned Corporation applies for a Certificate of Authority and states as follows: All 10: 20 1. The name of the corporation is _ STAIL OF IDAHO Charon Planning Corporation 2. The name which it shall use in Idaho is ___ 3. It is incorporated under the laws of New Jersey 4. Its date of incorporation is $\frac{\text{December}}{21}$, $\frac{1999}{21}$ The address of its principal office is ____ 180 Mount Airy Road, Basking Ridge, NJ 07920 6. The address to which correspondence should be addressed, if different from item 5, is ____ 180 Mount Airy Road, Basking Ridge, NJ 07920 7. The street address of its registered office in Idaho is 1401 Shoreline Drive, Suite 2 Corporation Service Company Boise, ID 83702 ___, and its registered agent in Idaho at that address is ___ 8. The names and respective business addresses of its directors and officers are: Name Office Address See attached officers/directors rider Dated: Customer Acct #: Charon Planning Corporation (if using pre-paid actions) SECRETARY OF STATE (Corporation name) Secretary of State use only 94/05/2001 09:00 CK: 37673 CT: 49569 BH: 389266 Miriam I. Katz 100.00 = 100.00 AUTH PRO # 2 28.08 = 28.88 EXPEDITE C # 3 Its ___

(specify capacity of signer)

OFFICERS/DIRECTORS RIDER

ID-Application for Certificate of Authority

Charon Planning Corporation

List of Officers

Name: Paul Sylvester Title: President

Bus. Addr.: 180 Mount Airy Road, Basking Ridge, NJ 07920

Name: Ross Campbell **Title:** Vice President

Bus. Addr.: 500 W. Madison Street, #3650, Chicago, IL 60661

Name: Lori Lieser Title: Vice President

787 7th Avenue, 49th Floor, New York, NY 10019 Bus. Addr.:

Name: Douglas W. Hammond Title: VP/Ass't. Sec.

787 7th Avenue, 49th Floor, New York, NY 10019 Bus. Addr.:

Name: Lawrence Hager Title: Secretary

Bus. Addr.: 180 Mount Airy Road, Basking Ridge, NJ 07920

Name: Miriam I. Katz Title: Ass't. Secretary

Bus. Addr.: 787 7th Avenue, 49th Floor, New York, NY 10019

List of Directors

Name: Ross Campbell Term: 500 W. Madison Street, #3650, Chicago, IL 60661 Bus. Addr.:

Name: Lawrence Hager

180 Mount Airy Road, Basking Ridge, NJ 07920 Bus. Addr.:

Name: Robert Leeper Term:

Bus. Addr.: 180 Mount Airy Road, Basking Ridge, NJ 07920

Name: Paul Sylvester Term:

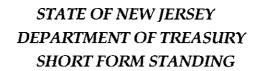
180 Mount Airy Road, Basking Ridge, NJ 07920 Bus. Addr.:

RIDER 1

ID-Application for Certificate of Authority

Charon Planning Corporation

To operate as an insurance agency; To sell, distribute and service insurance products; To transact any lawful business for which corporations may be incorporated. To engage in any act or activity for which corporations may be organized.



CHARON PLANNING CORPORATION

With the Previous or Alternate Name CHARON MERGER CORP.

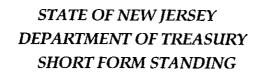
I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on December 21, 1999.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

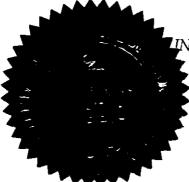
Corporation Service Company 830 Bear Tavern Road West Trenton, NJ 08628

Continued on next page . . .



CHARON PLANNING CORPORATION

With the Previous or Alternate Name CHARON MERGER CORP.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this

3rd day of April, 2001

Peter R Lawrance Acting State Treasurer