

State of Idaho

Department of State.

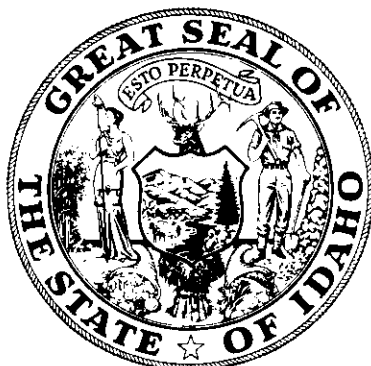
CERTIFICATE OF AUTHORITY OF

CIGNA ASSOCIATES, INC.

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

Dated August 3, 19 82



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

CIGNA Corporation

Hartford, CT 06152
(203) 726-6000

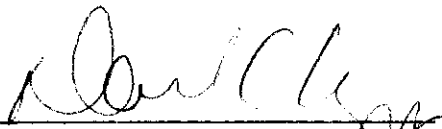


CONSENT TO USE OF NAME

CIGNA Corporation, a corporation organized under the laws of the State of Delaware, hereby consents to the qualification of CIGNA Associates, Inc., in the State of Idaho.

IN WITNESS WHEREOF, the said CIGNA Corporation has caused this consent to be executed by its Assistant Secretary this 19th day of July, 1982.

CIGNA CORPORATION

By: 
David C. Kopp, Assistant Secretary

AUG 3 1 50 PM '82
SECRETARY OF STATE



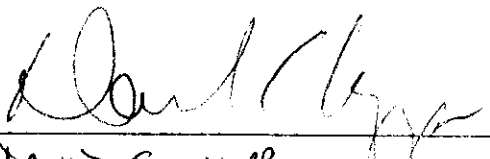
Certified to be a true and correct copy of the resolutions adopted by the Board of Directors of CIGNA Corporation by Unanimous Consent of Directors dated March 25, 1982, and that such resolutions are still in full force and effect as of the date of certification not having been amended, modified or rescinded since the date of their adoption.

RESOLVED, That the Chairman of the Board, the President, or any Vice President, and the Secretary, or any Assistant Secretary, of CIGNA Corporation (the "Corporation") be, and they hereby are, authorized and empowered to render any and all opinions to the Secretary of State, or other appropriate governmental official, of any domestic or foreign jurisdiction with respect to any similarity of name of "CIGNA Corporation" with the name of any of its controlled subsidiaries and on behalf and in the name of the Corporation to state that there is no objection to the use of a name by any such subsidiary upon its qualification to do business in a jurisdiction in which the Corporation or any of its subsidiaries is also admitted; and

RESOLVED FURTHER, That the Chairman of the Board, the President, or any Vice President, and the Secretary, or any Assistant Secretary, of CIGNA Corporation be, and they hereby are, authorized and empowered to file a true copy of this resolution, and any other document that may be required, with the Secretary of State, or other appropriate governmental official, of any jurisdiction in order to effectuate the purpose of the foregoing resolution.

Date:

July 19, 1982



DAVID C. KOPP
ASSISTANT SECRETARY

APPLICATION FOR CERTIFICATE OF AUTHORITY

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: AUG 3 1 55 PM '82

1. The name of the corporation is CIGNA Associates, Inc. SECRETARY OF STATE

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

3. It is incorporated under the laws of Connecticut

4. The date of its incorporation is May 25, 1982 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 900 Cottage Grove Road, Bloomfield, Conn. 06152

6. The 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 SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Business of an insurance agency or brokerage.

8. The names and respective addresses of its directors and officers are: See Attached Rider

Table with 3 columns: Name, Office, Address. No data rows are present.

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

Table with 3 columns: Number of Shares, Class, Par Value Per Share or Statement That Shares Are Without Par Value. Row 1: 10,000, Common, \$1.00

(continued on reverse)

10. 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	\$1.00

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

12. 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 July 19, 1982

CIGNA Associates, Inc.

By Richard E. Wagner
 Its Vice President

and A. Howard Duggan
 Its _____ Secretary

STATE OF Connecticut)
) ss:
 COUNTY OF Hartford)

I, MIRIAM B. CHAIKLIN, a notary public, do hereby certify that on this 19th day of July, 1982, personally appeared before me Richard E. Wagner, who being by me first duly sworn, declared that he is the Vice President of CIGNA Associates, Inc.

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

Seal

Miriam B. Chaiklin
 Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

RIDER

CIGNA ASSOCIATES, INC. - DIRECTORS AND OFFICERS

NAME	TITLE	BUSINESS ADDRESS	RESIDENCE ADDRESS
Lawrence P. English	Director and President	900 Cottage Grove Road Bloomfield, CT 06152	126 Morgan Road Canton, CT 06019
Richard E. Magner	Director and Vice President	900 Cottage Grove Road Bloomfield, CT 06152	2 Lost Acres Road North Granby, CT 06060
Raymond M. Sisk, Jr.	Director and Vice President	900 Cottage Grove Road Bloomfield, CT 06152	3 Mount Vernon Drive East Granby, CT 06026
Richard P. Sullivan	Director	900 Cottage Grove Road Bloomfield, CT 06152	65 Daventry Hill Avon, CT 06001
James H. Vineburgh	Director	900 Cottage Grove Road Bloomfield, CT 06152	37 Long View Road West Hartford, CT 06107
Carl T. Furniss	Vice President	900 Cottage Grove Road Bloomfield, CT 06152	77 Bloomfield Avenue West Hartford, CT 06105
A.Howard Grizzard	Secretary	900 Cottage Grove Road Bloomfield, CT 06152	949 Pleasant Valley Road Apt. 2B9 South Windsor, CT 06074

State of Connecticut
OFFICE OF SECRETARY OF THE STATE

} SS. HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

RECEIVED
OFFICE OF THE SECRETARY OF THE STATE
AUG 3 1 55 PM '82

IN TESTIMONY WHEREOF, I have hereunto set my
hand, and affixed the Seal of said State, at
Hartford, this 26th day
of July A.D., 1982

Maura L. Melley

Secretary of the State

3. The designation of each class of shares, the authorized number of shares of each such class, and the par value (if any) of each share thereof are as follows:

Common Stock; 10,000 shares; \$1.00 par value

4. The terms, limitations and relative rights and preferences of each class of shares and series thereof (if any), or an express grant of authority to the board of directors pursuant to Section 33-341, 1959 Supp. Conn. G.S., are as follows:

None

5. The minimum amount of stated capital with which the corporation shall commence business is One thousand dollars dollars. (Not less than one thousand dollars)

6. (7) - Other provisions

Dated at Bloomfield, Connecticut this 25th day of May, 1982

I/We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

This certificate of incorporation must be signed by one or more incorporators.

NAME OF INCORPORATOR (Print or Type) 1. John R. Perlstein	NAME OF INCORPORATOR (Print or Type) 2.	NAME OF INCORPORATOR (Print or Type) 3.
SIGNED (Incorporator) 1. <i>John R. Perlstein</i>	SIGNED (Incorporator) 2.	SIGNED (Incorporator) 3.
NAME OF INCORPORATOR (Print or Type) 4.	NAME OF INCORPORATOR (Print or Type) 5.	NAME OF INCORPORATOR (Print or Type) 6.
SIGNED (Incorporator) 4.	SIGNED (Incorporator) 5.	SIGNED (Incorporator) 6.

FOR OFFICE USE ONLY

FILED
STATE OF CONNECTICUT

MAY 25 1982

SECRETARY OF THE STATE

By *Thomas L. Matting* Time *11:55* P.M.

FRANCHISE FEE \$ 100	FILING FEE \$ 30	CERTIFICATION FEE \$ 9	TOTAL FEES \$ 139
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SIGNED (For Secretary of the State)

sent 6/2/82pm

CERTIFIED COPY SENT ON (Date)

Rec + lcc

INITIALS

TO JOHN R. PERLSTEIN
c/o Conn General Hhd. G. 06152

CARD

LIST

PROOF

\$139 cash

CERTIFICATE OF INCORPORATION
STOCK CORPORATION

61-5 REV. 6-72

STATE OF CONNECTICUT
SECRETARY OF THE STATE

For office use only	
ACCOUNT NO.	
INITIALS	<i>BM</i>

The undersigned incorporator(s) hereby form(s) a corporation under the Stock Corporation Act of the State of Connecticut:

1. The name of the corporation is CIGNA Associates, Inc.
2. The nature of the business to be transacted, or the purposes to be promoted or carried out by the corporation, are as follows:

To engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act of the State of Connecticut including, but not necessarily limited to, the operation of an insurance agency and brokerage

The Corporation shall have all powers granted by law and all powers granted in the Stock Corporation Act of the State of Connecticut, as the same may be amended from time to time.