

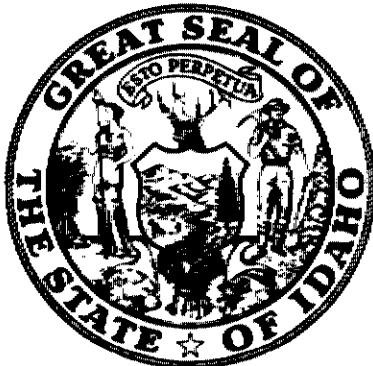
Department of State

**CERTIFICATE OF AUTHORITY
OF
CORPORATE BENEFIT SYSTEMS SERVICES CORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of CORPORATE BENEFIT SYSTEMS SERVICES
CORPORATION
_____ 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 CORPORATE BENEFIT SYSTEMS SERVICES CORPORATION
_____ to transact business in this State under the name CORPORATE BENEFIT SYSTEMS SERVICES
CORPORATION
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated January 15, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley Lindstrom
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE
90 JUN 13 AM 8 48

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 CORPORATE BENEFIT SYSTEMS SERVICES CORPORATION
2. The name which it shall use in Idaho is CORPORATE BENEFIT SYSTEMS SERVICES CORPORATION
(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 DELAWARE
4. The date of its incorporation is August 27, 1987 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 229 South State, Street, Dover, Delaware 19901
6. The address to which correspondence should be addressed, if different from that in item 5. 6060 North Central Expressway, Suite 860, Dallas, TX 75206
7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: The sale, administration, marketing and underwriting of insurance products and to engage in any lawful act or activity in connection with the foregoing purposes.
9. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|--------------|--------|---------|
| SEE ATTACHED | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

(continued on reverse)

Name LAURENCE TO OLLA ADDRESS ALLOCATION FOR CERTIFICATES OF AUTHORITIES

- 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 15, 1987

CORPORATE BENEFIT SYSTEMS SERVICES CORPORATION

(Corporation Name)
 By Charles W. Hendrix
 Its President (please specify)
 and Kim Hall
 Its Secretary/Assistant Secretary (please specify)

STATE OF TEXAS)
 COUNTY OF DALLAS)

I, STEPHANIE MADREY, a notary public, do hereby certify that on this 15th day of December, 19 87, personally appeared before me CHARLES W. HENDRIX, who being by me first duly sworn, declared that (s)he is the PRES of CORPORATE BENEFIT SYSTEMS SERVICES CORPORATION

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

Stephanie Madrey 2/11/89
 Notary Public

CORPORATE BENEFIT SYSTEMS SERVICES CORPORATION

Officers

| | |
|--|--|
| Charles W. Hendrix President and Chief Executive Officer | 6060 North Central Expressway Suite 860 Dallas, TX 75206 |
| Edward B. Martin Senior Executive Vice President | 6060 North Central Expressway Suite 860 Dallas, TX 75206 |
| JoDelle Roberts Executive Vice President | 6060 North Central Expressway Suite 860 Dallas, TX 75206 |
| Allan Baker Vice President | 6060 North Central Expressway Suite 860 Dallas, TX 75206 |
| A. Jean Barr Vice President | 6060 North Central Expressway Suite 860 Dallas, TX 75206 |
| John W. Criswell Vice President | 6060 North Central Expressway Suite 860 Dallas, TX 75206 |
| Rex Henne Vice President and Chief Actuary | 6060 North Central Expressway Suite 860 Dallas, TX 75206 |
| Cornelius A. Mayfield, III Vice President | 6060 North Central Expressway Suite 860 Dallas, TX 75206 |
| C. Suzanne Womack Secretary | 1300 South Clinton Street Fort Wayne, IN 46802 |
| Max A. Roesler Treasurer | 1300 South Clinton Street Fort Wayne, IN 46802 |
| Kimberly D. Hall Assistant Secretary | 6060 North Central Expressway Suite 860 Dallas, TX 75206 |

Directors

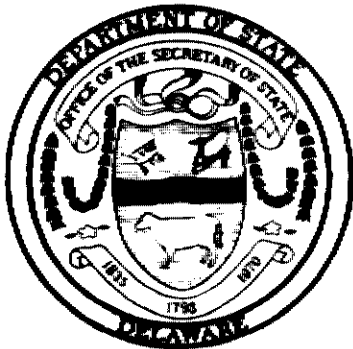
| | |
|---|---|
| Allan Baker 6060 North Central Expressway Dallas, TX 75206 | Charles W. Hendrix 6060 North Central Expressway Dallas, TX 75206 |
| P. Kenneth Dunsire 1300 South Clinton Street Fort Wayne, IN 46802 | Edward B. Martin 6060 North Central Expressway Dallas, TX 75206 |



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CORPORATE BENEFIT SYSTEMS SERVICES CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

| | | | | | | |



758005120

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 1534102

DATE: 01/05/1988