

State of Idaho

Department of State

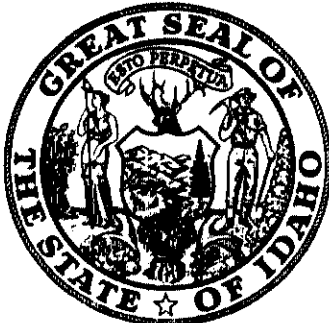
CERTIFICATE OF AUTHORITY OF

HELLER PREMIUM FINANCE, INC.

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

Dated: September 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Reuter*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

SEP 29 33 AM '93
SECRETARY OF STATE

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 Heller Premium Finance, Inc.
2. The name which it shall use in Idaho is Heller Premium Finance, Inc.
(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 6/28/93 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 1013 Centre Road, Wilmington, Delaware 19805
6. The address to which correspondence should be addressed, if different from that in Item 5. 500 W. Monroe St., Chicago, IL 60661
7. The street address of its proposed registered office in Idaho is c/o Holden Kidwell Hahn & Crapo, 702 West Idaho, 6th Floor, Boise, ID, 83702, and the name of its proposed registered agent in Idaho at that address is Corporation Service Company
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: Any and all lawful business pertaining specifically to insurance premium financing.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State and
Treasurer of STATE
19930902 0900 17629 2
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Christopher L. Gillock	Director/President	500 W. Monroe Street Chicago, IL 60661
David R. Schmuck	Director/Vice President	500 W. Monroe Street Chicago, IL 60661
Thomas G. Hirsh	Secretary	500 W. Monroe Street Chicago, IL 60661

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: 8/31/93

Heller Premium Finance, Inc.

By David R. Schmuck (Corporation name)
its President/Vice President (please specify)
and Thomas G. Hirsh
its Secretary/Assistant Secretary (please specify)

STATE OF Illinois)
COUNTY OF Cook) ss:

I, Eileen M. Quigley, a notary public, do hereby certify that on this 31st day of August, 19 93, personally appeared before me David R. Schmuck, who being by me first duly sworn, declared that (s)he is the Vice President of Heller Premium Finance, Inc.

that (s)he signed the foregoing documents as Vice President of the corporation and that the statements therein contained are true.

STATE OF ILLINOIS
NOTARY PUBLIC
EILEEN M. QUIGLEY
12300
CHICAGO, ILL. 60601

OFFICIAL SEAL
EILEEN M. QUIGLEY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 1/12/96
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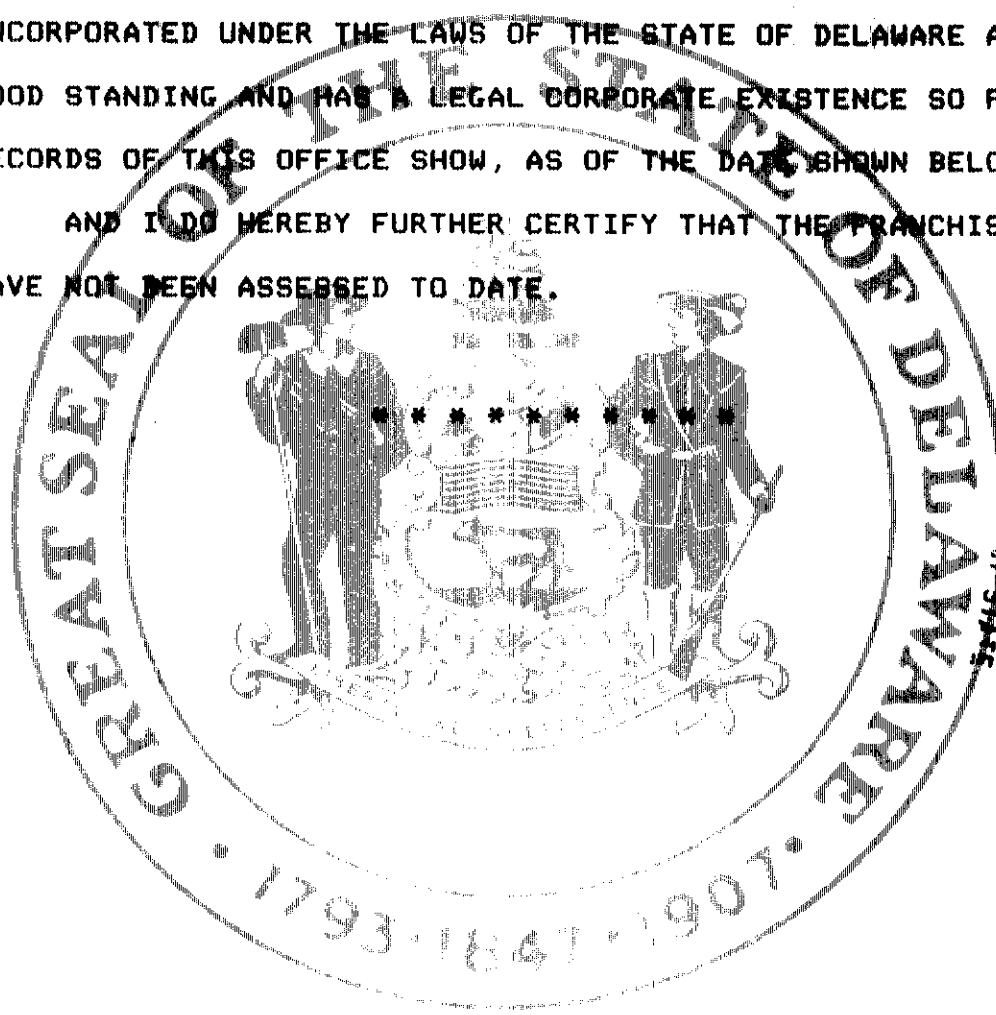
Eileen M. Quigley
Notary Public

Office of the Secretary of State

SEP 2 9 33 AM '93
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY HELLER PREMIUM FINANCE, INC. 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SEP 7 10 42 AM '93
SECRETARY OF STATE*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION:

*4040794

DATE:

09/01/1993

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