

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of P.L. MACCASKILL INSURANCE SERVICES, INC., an Idaho corporation, into JANSS & MACCASKILL CORPORATION PROFESSIONAL INSURANCE SERVICES, a California corporation, 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: January 3, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF MERGER

OF

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SECRETARY OF STATE

P.L. MACCASKILL INSURANCE SERVICES, INC.

an Idaho corporation

INTO

JANSS & MACCASKILL CORPORATION PROFESSIONAL INSURANCE SERVICES

a California corporation

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State
P.L. MacCaskill Insurance Services, Inc.	Idaho
Janss & MacCaskill Corporation Professional Insurance Services	California

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Janss & MacCaskill Corporation Professional Insurance Services and it is to be governed by the laws of the State of California.

FOURTH: There are no issued and outstanding shares of stock of the undersigned domestic corporation. The Merger Agreement attached hereto as **Exhibit A** was approved by the Board of Directors of the undersigned domestic corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

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FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
P.L. MacCaskill Insurance Services, Inc.	0	Common Stock	0
Janss & MacCaskill Corporation Professional Insurance Services	3,000	Common Stock	3,000

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

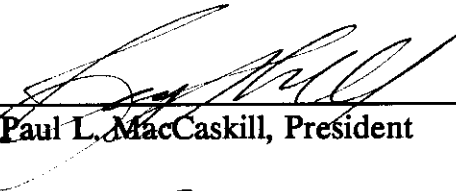
Name of Corporation	Number of Shares				
	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
P.L. MacCaskill Insurance Services, Inc.	3,000	0	Common Stock	3,000	0
Janss & MacCaskill Corporation Professional Insurance Services	0	0	Common Stock	0	0

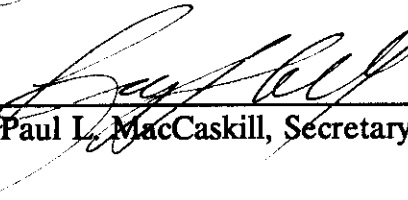
SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger on December 13, 1994.

SURVIVING CORPORATION:


**JANSS & MACCASKILL
CORPORATION PROFESSIONAL
INSURANCE SERVICES, a California
corporation**

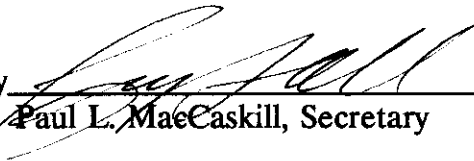
By 
Paul L. MacCaskill, President

By 
Paul L. MacCaskill, Secretary

MERGING CORPORATION:

**P.L. MACCASKILL INSURANCE
SERVICES, INC., an Idaho corporation**

By 
Paul L. MacCaskill, President

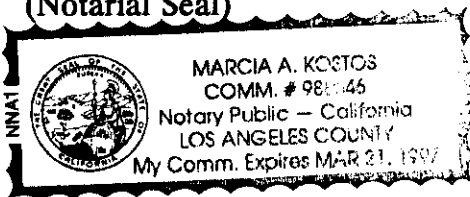
By 
Paul L. MacCaskill, Secretary


STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On December 12, 1994, before me, MARCIA KOSTOS, Notary Public, personally appeared Paul L. MacCaskill, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(Notarial Seal)




Notary Public
My Commission expires: 3/21/97

OFFICERS' CERTIFICATE

OF

DEC 30 10 43 AM '94
SECRETARY OF STATE

P.L. MACCASKILL INSURANCE SERVICES, INC.
a Idaho corporation

I, Paul L. MacCaskill, the President and Secretary of P.L. MacCaskill Insurance Services, Inc. (the "**Corporation**"), a corporation duly organized and existing under the laws of the State of Idaho, do hereby certify:

1. That I am the President and the Secretary of the Corporation.
2. There are no issued and outstanding shares of the Corporation.
3. That the principal terms of the agreement of merger in the form attached hereto as **Exhibit A** were approved by the Board of Directors of the Corporation.

The undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of his own knowledge. Executed at Los Angeles, California, on December 13, 1994.



Paul L. MacCaskill, President

Paul L. MacCaskill, Secretary