

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CASH MANAGEMENT GROUP & TRUST, INC.

File number C 118205

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 7, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

CASH MANAGEMENT GROUP & TRUST, INC.

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KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Idaho Business Corporation Act and such other laws of the State of Idaho as are pertinent, and do hereby certify as follows:

ARTICLE I

NAME

The name of the corporation shall be Cash Management Group & Trust, Inc.

ARTICLE III

DURATION

The corporation shall have perpetual existence.

ARTICLE LIII

REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 1088 North Cole Road, Suite 100, Boise, Idaho 83704, and the initial registered agent at this office is Roger L. Freudenberg.

ARTICLE IV

PURPOSE AND POWERS

The nature of the business and the purpose of this corporation is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including engaging in the business of insurance.

ARTICLE V

SHARES

The authorized amount of capital of this corporation shall be 1,000 shares of common stock, with a par value of \$1.00 each, making an authorized aggregate capitalized stock at par value of \$1,000, which stock shall not be issued until fully paid for and once so issued shall not be subject to assessment. There shall be only one class of stock.

ARTICLE VI

PREEMPTIVE AND PREFERENTIAL RIGHTS

The stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall be first offered to the stockholders of the corporation.

ARTICLE VII

DIRECTORS

The number of Directors of the corporation shall be as specified in the Bylaws and the number of Directors may, from time to time, be increased or decreased as may be provided by the Bylaws; provided, however, that the number of the Directors constituting the Board shall not be fewer than the number required by law.

The initial Board of Directors shall consist of one Director, who shall serve until successors are hereafter elected and qualify, and who shall be:

Roger L. Freudenberg 1088 North Cole Road, Suite 100
Boise, Idaho 83704

ARTICLE VIII

SHAREHOLDER LIABILITY

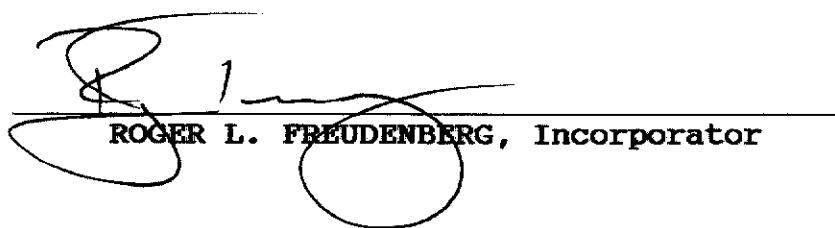
Without limiting Idaho Law in any way, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts; the corporate assets shall not be subject to the personal debts of the stockholders; and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or obligations of the corporation.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

Roger L. Freudenberg 1088 North Cole Road, Suite 100
Boise, Idaho 83706

**IN WITNESS WHEREOF, I have signed duplicate originals of these
Articles of Incorporation, this 5th day of February, 1997.**



ROGER L. FREUDENBERG, Incorporator