

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

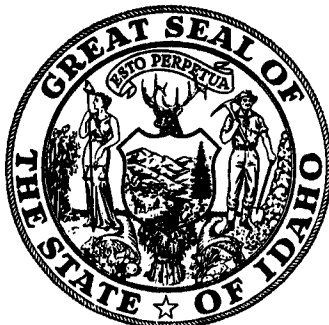
FIRST BENEFIT PLANS, INC.

File number C 106852

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: July 1, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

JUL 1 3 49 PM '94
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
FIRST BENEFIT PLANS, INC.**

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is First Benefit Plans, INC.
The name of the corporation is First Benefit Plans ("Corporation").

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.
PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. Wholesaling insurance products to agents on a nationwide basis.
2. To do any acts and perform any business permitted by the Idaho Business Corporation Act.

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ARTICLES OF INCORPORATION - 1

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**ARTICLE IV.
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	100,000	\$1.00

**ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Dillion, Bosch & Daw, Chartered, 242 North 8th Street, Suite 200, Boise, Idaho 83702, and the name of its initial registered agent at such address is Lee B. Dillion.

**ARTICLE VI.
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Nancy Rose Findlay	145 Horizon Drive Boise, Idaho 83702
Wm. R. Schnupp	6614 Limelight Drive Boise, Idaho 83703

**ARTICLE VII.
INCORPORATOR**

The name and address of the incorporator is:

NAME

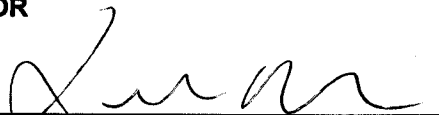
Lee B. Dillion

ADDRESS

242 North 8th Street, Suite 200
Boise, Idaho 83702-5816

SIGNATURE OF INCORPORATOR

Dated: July 1, 1994



Lee B. Dillion