

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
MARSH USA INC.
dba MARSH USA RISK SERVICES INC.**

File Number C 143090

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: March 22, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Kelberry*

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APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: Marsh USA Inc.
2. The name which it shall use in Idaho is: Marsh USA Risk Services Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 04/16/1923
5. The address of its principal office is: 1166 Avenue of the Americas
New York, NY 10036
6. The address to which correspondence should be addressed, if different from item 5, is:
7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is: C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached</u>		

Dated: 3/18/02Signature: [Signature]Typed Name: Mark J. DallaraCapacity: Assistant Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
 03/22/2002 05:00
 CK: 86818 CT: 20168 BH: 454100
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

Idaho Department of
 Commerce
 Bureau of Securities
 Revised 01/2001

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MARSH USA INC.

SECRETARY OF STATE
STATE OF IDAHOOFFICERS

President	Roger E. Egan
Vice President	Kenneth Padgett
Secretary	Barry W. Furst
Assistant Secretaries	Mark J. Dallara Barry J. Kerschner
Chief Financial Officer	Patricia Hagemann
Treasurer	Roger A. Szajngarten
Assistant Treasurers	Karen Farrell Lynn Faulhaber Joseph F. Meyer David Pasquerella Stephen Piccininni

DIRECTORS

Roger E. Egan
Joseph D. Salerno
Walter Tomenson, Jr.

Office Address:

1166 Avenue of the Americas
New York, New York 10036

Received 03-22-2002 10:10
P. 03/20/02 09:45 212

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CERTIFICATE
OF
THE
ASSISTANT SECRETARY
OF
MARSH USA INC.

SECRETARY OF STATE
STATE OF IDAHO

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SECRETARY OF STATE
STATE OF IDAHO

I, Mark J. Dallara, Assistant Secretary of Marsh USA, Inc., a Delaware corporation (the "Corporation") do hereby certify that attached hereto is a true and correct copy of the resolution adopted by the unanimous written consent of the Board of Directors of the Corporation effective June 28, 1999, which resolution has neither been amended nor rescinded and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 22nd day of March, 2002.

Assistant Secretary

(Corporate Seal)

[illegible]

On the 22nd day of March, 2002, before me personally came Mark J. Dallara, to me known to be the individual described in and who executed this instrument, and acknowledged that he executed the same.

~~Notary Public~~

MAURA NORTON
Notary Public, State of New York
No. 41-4858604
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires May 6, 2022

MARSH USA INC.
(a Delaware corporation)

RESOLVED, that Marsh USA Inc., organized and existing in the State of Delaware, hereby adopts the fictitious name "Marsh USA Risk Services" for use in any and all states for all purposes; and further Inc.

RESOLVED, that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the any and all states under the name "Marsh USA Risk Services Inc.

Delaware

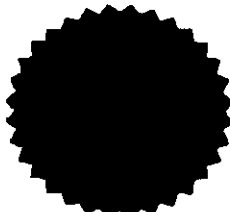
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARSH USA 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 NINETEENTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1673673

020179058

DATE: 03-19-02