

State of Idaho

Department of State

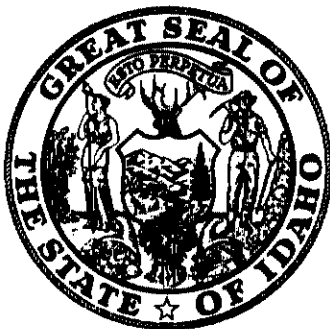
CERTIFICATE OF INCORPORATION OF

I.M.S., INC.

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: March 26, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Winnie Taylor*

ARTICLES OF INCORPORATION

OF

I.M.S., INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

- Article One.* The name of the corporation is I.M.S., INC.
- Article Two.* The period of its duration is PERPETUAL.
- Article Three.* The purpose for which the corporation is organized is, the transaction of an independent insurance agency and all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- Article Four.* The aggregate number of shares which the corporation shall have the authority to issue is 10,000 at NO PAR VALUE.
- Article Five.* Provisions denying preemptive rights are none.
- Article Six.* Provisions for the regulation of the internal affairs of the corporation are none.
- Article Seven.* The address of the initial registered office of the corporation is 960 Broadway, Ste. 480; Boise, Idaho, 83706. The initial registered agent at such address is David J. Mordhorst.
- Article Eight.* The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
David J. Mordhorst	960 Broadway, Ste. 480 Boise, ID 83706
Gregory S. McDonald	PO Box 6 Twin Falls, ID 83303

Article Nine.

The name and address of the person signing these articles is:

Northwest Securities & Insurance, Inc.
by David J. Mordhorst, Corporate Secretary
2536 Kimberly Road
Twin Falls, ID 83303

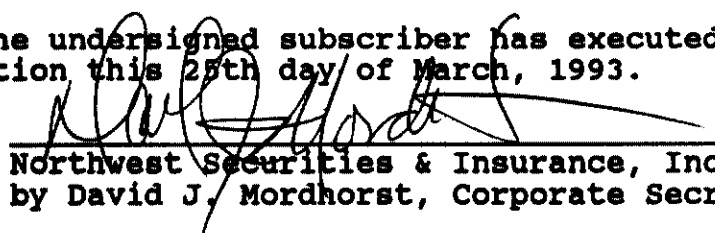
Article Ten.

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

Article Eleven.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of March, 1993.


Northwest Securities & Insurance, Inc.
by David J. Mordhorst, Corporate Secretary

STATE OF IDAHO
COUNTY OF ADA

BEFORE ME, a notary public in and for said county and state, personally appeared DAVID J. MORDHORST, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 25th day of March, 1993.


Notary Public

My commission expires: 8-29-98

IDAHO SECRETARY OF STATE
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