



CERTIFICATE OF INCORPORATION
OF

SMITH ENTERPRISES, LTD.

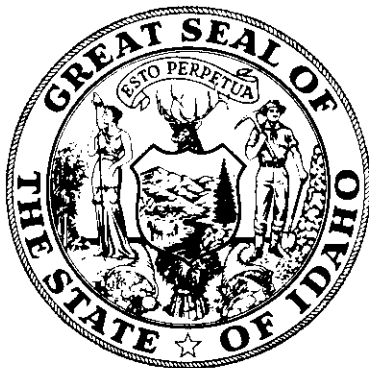
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SMITH ENTERPRISES, LTD.

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, 1983**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
SMITH ENTERPRISES, LTD

SECRETARY OF
STATE

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

FIRST: The name of the corporation is SMITH ENTERPRISES, LTD.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: to engage in the business of selling, brokering and otherwise dealing with insurance in the life, disability, property and casualty lines, and the transaction of any or all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares with a par value of \$10.00 per share for a total authorized capital stock of \$100,000.00, ONE HUNDRED THOUSAND DOLLARS ONLY, all of which shall be non-assessable, common stock with equal voting and other rights and privileges.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 160 South Cole Road, Boise, Idaho 83709, and the name of its initial registered agent at such address is Johnny F. Smith.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two and the name and address of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Johnny F. Smith
2932 Chieftan Way
Boise, Idaho 83709

Charlene D. Smith
2932 Chieftan Way
Boise, Idaho 83709

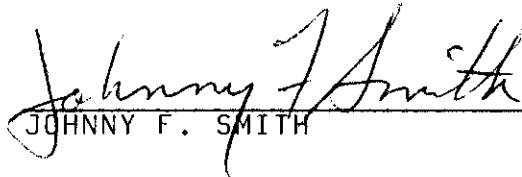
NINETH: The names and addresses of the incorporators are:


Charlene D. Smith
2932 Chieftan Way
Boise, Idaho 83709

Johnny F. Smith
2932 Chieftan Way
Boise, Idaho 83709

WE, the undersigned, do hereby adopt and file these Articles of Incorporation in accordance with the laws of the State of Idaho, and do hereby certify that the facts therein set forth are true.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to this instrument, which is executed this 1st day of July, 1983.


JOHNNY F. SMITH


CHARLENE D. SMITH