

CERTIFICATE OF AUTHORITY
OF

CUPAC, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of **CUPAC, INC.**

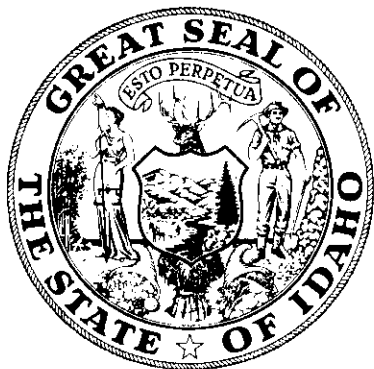
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to **CUPAC, INC.**

to transact business in this State under the name **CUPAC, INC.**

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **February 2, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CUPAC, INC.
2. *The name which it shall use in Idaho is CUPAC, INC.
3. It is incorporated under the laws of MASSACHUSETTS
4. The date of its incorporation is MARCH 30, 1977 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is One Heritage Drive, P.O. Box 1610 Quincy, MA 02269
6. The address of its proposed registered office in Idaho is 300 First Security Bldg. Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is MTB&B Service Company
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Insurance Premium Financing
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
*****SEE ATTACHED EXHIBIT TO ITEM 8*****		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1000</u>	<u>Common</u>	<u>\$100.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$100.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 27, 19 83.

By

James E. Reagan
Its Exec. V.P. President

and

[Signature]
Its Assistant Secretary

STATE OF Massachusetts)

) ss:

COUNTY OF Suffolk)

I, DENNIS R. SMITH, a notary public, do hereby certify that on this 27th day of January, 19 83, personally appeared before me James E. Reagan, who being by me first duly sworn, declared that he is the Exec. V.P. of UPAC, Inc.

that he signed the foregoing document as Exec. V.P. of the corporation and that the statements therein contained are true.

Dennis R. Smith
Notary Public

DENNIS R. SMITH, Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation is a corporation organized under the laws of the State of Idaho, this application must be accompanied by a resolution of the Board of Directors to that effect.

APPLICATION FOR CERTIFICATE OF AUTHORITY

EXHIBIT TO ITEM 8

Robert C. Pickett	Chairman & Director	Longmeadow Rd. Lincoln, MA
George P. Reedy	President & Director	14 Cpt. Furbish Lane Acton, MA
Harry Martens	Director	65 Myles Standish Rd. Weston, MA
Robert C. Roffey, Jr.	Director	126 Shore Drive Marblehead, MA
James E. Reagan	Exec. V. P.	41 Brewster Rd. Hingham, MA
Ronald E. Dewey	V. P. & Treasurer	421 Pearl St. Stoughton, MA
S. Bennett Brenton	Vice President	17 Clearwater Winchester, MA
Raymond M. Defossez	Secretary	362 Border Rd. Concord, MA
Andrejs J. Grots	Counsel & Asst. Secretary	31 Hampstead Rd. Jamaica Plain, MA

The Commonwealth of Massachusetts

PAUL GUZZI

Secretary of the Commonwealth

STATE HOUSE

BOSTON, MASS. 02133

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

George P. Reedy	One Beacon Street, Boston, Ma. 02108
James E. Reagan	One Beacon Street, Boston, Ma. 02108
Andrejs J. Grots	One Beacon Street, Boston, Ma. 02108

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

CUPAC, INC.

2. The purposes for which the corporation is formed are as follows:

To lend its money and to act as broker, agent, representative for others in the procuring of loans and money therefor or in the payment of bills or accounts.

To purchase, sell, cash, transfer, convey, endorse, assign, exchange, mortgage, pledge, hypothecate, hold, guarantee the payment of, and otherwise acquire, retain, dispose of, and deal in, notes, bonds, checks, open accounts, certificates of indebtedness, contracts, choses in action, and other obligations and evidences thereof, whether issued by or constituting obligations of corporations or natural persons. To purchase, sell, transfer, convey, endorse, assign, exchange mortgage, pledge, hypothecate, hold, guarantee, and otherwise acquire, retain, and dispose of shares of capital stock of, or bonds, securities, or evidences of indebtedness created by any corporation of the Commonwealth of Massachusetts or any other state, nation, or sovereignty, and to exercise all rights, powers, and privileges incident to the ownership thereof, including voting rights and rights to accept, purchase, or otherwise acquire other securities issued in lieu of or in exchange for or in pursuance of a right growing out of any thereof.

(Continued on Page 2A)

NOTE: If provisions for which the space provided under Articles 2, 4, 5 and 6 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred	NONE			\$.....
Common	NONE	1,000	\$100	\$100,000

- *4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

NONE

- *5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

NONE

- *6. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Meetings of stockholders may be held within the Commonwealth of Massachusetts or elsewhere in the United States of America.

*If there are no provisions state "None".

To conduct its business and affairs, exercise its powers, maintain an office or offices, and purchase, sell, hold, pledge, mortgage, convey, and otherwise acquire, retain, and dispose of real and personal property, within or without the Commonwealth of Massachusetts and in any part of the world.

To conduct or carry on all or any part of any business or transaction herein provided for with, through, on behalf of, or in the name of any other corporation or any natural person or under any trade name.

To do all things necessary, suitable, and proper, for accomplishment of any of the above purposes.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

One Beacon Street Boston, Ma. 02108

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	George P. Reedy	14 Cpt. Forbush La. Action, Ma.	One Beacon Street Boston, Ma. 02108
Executive			
Vice Pres. &			
Treasurer:	James E. Reagan	31 Edison Ave. Dedham, Ma.	One Beacon Street Boston, Ma. 02108
		151 Tremont St. Boston, Ma.	One Beacon Street Boston, Ma. 02108
Clerk:	Raymond M. Defossez	see above	One Beacon Street Boston, Ma. 02108
Directors:	Robert C. Pickett	Longmeadow Rd. Lincoln, Ma.	"
	James E. Reagan	see above	"
	George P. Reedy	see above	"
	Richard P. Stitt	29 Stone Root La. Sudbury, Ma.	"
	Lawson L. Swearingen	222 Border Rd. Concord, Ma.	"
	Howard H. Ward	Round Hill Rd. Lincoln, Ma.	"

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31

d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

The Second Thursday of April

e. The name and business address of the resident agent, if any, of the corporation is:

NONE

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 30th day of March 19 77

[Handwritten signatures of George P. Reedy, James E. Reagan, and Raymond M. Defossez over horizontal lines]

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

126064

RECEIVED

THE COMMONWEALTH OF MASSACHUSETTS

MAR 30 1977

ARTICLES OF ORGANIZATION

CORPORATION DIVISION
GENERAL LAWS, CHAPTER 156B, SECTION 12
SECRETARY'S OFFICE

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$125⁰⁰ having been paid, said articles are deemed to have been filed with me this

March 1977, 30th day of

Effective date

Paul Guzzi
PAUL GUZZI
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

Andrejs J. Grots

One Beacon Street

Boston, Ma. 02108

Telephone... 725-7428

A TRUE COPY ATTEST

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE

DATE 1-25-83 CLERK BS

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.

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