

96295

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

WARD-THX INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WARD-THX 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 WARD-THX INC. to transact business in this State under the name WARD-THX INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated September 12, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

SEP 12 10 25 AM '91
SECRETARY OF STATE

1. The name of the corporation is Ward-THK Inc.
2. The name which it shall use in Idaho is Ward-THK Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware
4. The date of its incorporation is March 19, 1991 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 1209 Orange Street, Wilmington, DE 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 1401 North Broadway, Suite 210, Walnut Creek, CA 94596
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Any lawful purpose including claims adjusting, claims administration,
risk management and any activities incident thereto.
9. The names and respective addresses of its directors and officers are: see attached.

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Directors and Officers

DIRECTORS

<u>Name and Office</u>	<u>Address</u>	<u>As Of</u>
Paul J. Clayton	Trinity Court 42 Trinity Square London, England EC3N 4TH	March 20, 1991
John V. Kavanagh	Seventeen State Street New York, NY 10004	March 20, 1991
Richard B. Piccinini	2220 East Alostia Avenue #225 Glendora, CA 91740	March 20, 1991
Richard G. Gregoire	Seventeen State Street New York, NY 10004	March 20, 1991

OFFICERS

<u>Name and Office</u>	<u>Address</u>	<u>As Of</u>
Jeffrey S. Ward President	3544 30th Street Suite 200 San Diego, CA 92104-4120	March 21, 1991
Richard Ensbury Executive Vice President	1401 North Broadway Suite 210 Walnut Creek, CA 94596	March 21, 1991
Richard Piccinini Secretary and Treasurer	2220 East Alostia Avenue #225 Glendora, CA 91740	March 21, 1991
F. Sedgwick Browne Assistant Secretary	1675 Broadway New York, NY 10019	March 21, 1991

State of Delaware



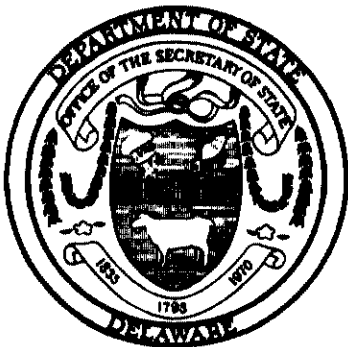
SEP 12 10 15 AM '91
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY WARD-THK 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 DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3167199
DATE: 09/10/1991