

State of Idaho

Department of State

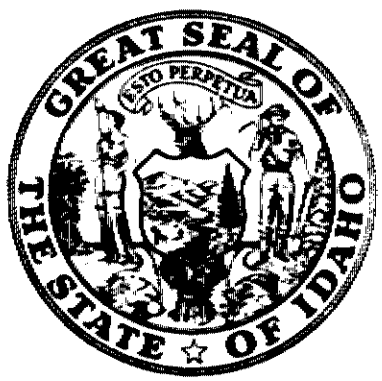
CERTIFICATE OF WITHDRAWAL OF

PENNSYLVANIA INSURANCE MANAGEMENT COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PENNSYLVANIA INSURANCE MANAGEMENT COMPANY for a Certificate of Withdrawal from 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated January 2, 19 91.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR
CERTIFICATE OF WITHDRAWAL

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is Pennsylvania Insurance Management Company
The name which it used in Idaho is Pennsylvania Insurance Management Company

- 2. It is incorporated under the laws of Pennsylvania
- 3. It is not transacting business in the State of Idaho.
- 4. It hereby surrenders its authority to transact business in said state.
- 5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
- 6. The post office address to which process against the corporation that may be mailed is One PHICO Drive, P. O. Box 2005, Mechanicsburg, PA 17055-0782
- 7. All sums due or accrued by this corporation to the State of Idaho have been paid.
- 8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

Pennsylvania Insurance Management Company

By James L. DeSalle
James L. DeSalle
Its Vice President and Treasurer

And Herbert W. Hoffman
Herbert W. Hoffman
Its Corporate Secretary and General Counsel

STATE OF PENNSYLVANIA)
COUNTY OF CUMBERLAND) ss:

I, Diane C. Gertz, a notary public, do hereby certify that on this 6th day of November, 1990, personally appeared before me James L. DeSalle, who being by me first duly sworn, declared that he is the Vice President & Treasurer of Pennsylvania Insurance Management Company

that he signed the foregoing document as Vice President & Treasurer of the corporation and that the statements therein contained are true.

Diane C. Gertz
Notary Public

Notary Public
Diane C. Gertz, Notary Public
Hampton Twp, Cumberland County
My Commission Expires Aug. 15, 1994

RECEIVED
SEC. OF STATE
NOV 15 1990
NOV 28 1990
SECRETARY OF STATE