

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

PRINCIPAL MARKETING SERVICES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Principal Marketing Services, Inc.

SECOND: The name which it elects to use in Rhode Island is _____

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is August 2, 1985 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to engage in any lawful act or activity for which corporations may be organized and to conduct business related to operation as a corporate insurance agent.

EIGHTH: The names and respective addresses of its directors and officers are:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|-----------------------|----------------|----------------|
| | Director | |
| SEE ATTACHED SHEET #1 | Director | |
| | Director | |
| | | |
| SEE ATTACHED SHEET #1 | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 1,000 | Common | -- | \$10.00 |

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 1,000 | Common | -- | \$10.00 |

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 500,000 .

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0- .

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,000 .

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0- .

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

Dated June 18, 19 86

PRINCIPAL MARKETING SERVICES, INC.

[Exact Corporate Name of Corporation Making Application]

By R.K. Zarley
R.K. Zarley
Its President
and James A. Giles
James A. Giles
Its Secretary

STATE OF IOWA

COUNTY OF POLK

} Sc.

At Des Moines in said County on the 18 day
of June 19 86, before me personally appeared
R.K. Zarley, who being by me first duly sworn, declared that
he is the President of PRINCIPAL MARKETING SERVICES., INC.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Kay E. Butler
Notary Public

(NOTARIAL SEAL)

JUL 16 1986

39444

07/17/86 PAID

CF65
CHK
0110A001
65.00

13. Directors

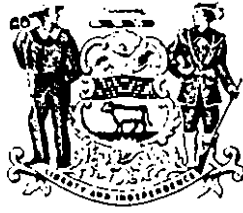
| <u>Name</u> | <u>Residence Street and Number</u> | <u>City and State</u> | <u>Term Expires</u> |
|------------------|--|-----------------------------|-------------------------|
| C. E. Rohm | 2612 Thornton Avenue | Des Moines, Iowa 50321 | 4/87 |
| R. C. Johnson | 2753 Aurora Avenue | Des Moines, Iowa 50310 | 4/87 |
| M. R. Knauer | 3417 S.W. 35th Street | Des Moines, Iowa 50321 | 4/87 |
| G. D. Reifsnider | 1351 S. 35th Street | West Des Moines, Iowa 50265 | 4/87 |
| L. Weinstein | 1021 Briar Ridge Road | West Des Moines, Iowa 50265 | 4/87 |
| D. W. Wiesner | 1904 75th Street | Windsor Heights, Iowa 50322 | 4/87 |
| R. K. Zarley | 6510 Merle Hay Road | Des Moines, Iowa 50322 | 4/87 |

BUSINESS ADDRESS: 711 High Street
Des Moines, Iowa 50309

14. Officers

| <u>Name</u> | <u>Residence Street and Number</u> | <u>City and State</u> | <u>Term Expires</u> |
|----------------------|--|-----------------------------|-------------------------|
| President: | | | |
| - R. K. Zarley | 6510 Merle Hay Road | Des Moines, Iowa 50131 | 4/87 |
| Treasurer: | | | |
| - H. W. Bergman | 4125 45th Street | Des Moines, Iowa 50310 | 4/87 |
| Secretary/Counsel: | | | |
| - J. A. Giles | 1545 Beaver Avenue | Des Moines, Iowa 50310 | 4/87 |
| Director: | | | |
| - R. E. Steenrod | 32 S.W. 58th Drive | Des Moines, Iowa 50312 | 4/87 |
| Assistant Treasurer: | | | |
| - J. G. Wisgerhof | 7113 Twana Drive | Des Moines, Iowa 50322 | 4/87 |
| - C. L. Bassett | 2612 Fairlawn Drive | West Des Moines, Iowa 50265 | 4/87 |

BUSINESS ADDRESS: 711 High Street
Des Moines, Iowa 50309

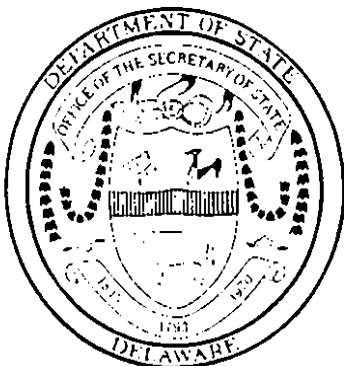


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ August 2, 1985 _____



Michael Harkins
Michael Harkins, Secretary of State

BY: *mmalo*

DATE: June 27, 1986