

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 21 2005

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State



State of California
Secretary of State

LIMITED LIABILITY COMPANY
CERTIFICATE OF AMENDMENT

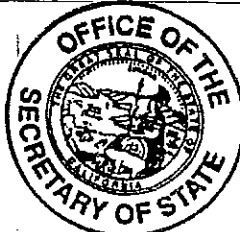
ENDORSED - FILED
In the office of the Secretary of State
of the State of California

APR 15 2005

A. \$30.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER 200410410153	2. NAME OF LIMITED LIABILITY COMPANY Commercial Insurance Management, LLC
<p>3. COMPLETE ONLY THE SECTIONS WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED IF NECESSARY.</p> <p>A. LIMITED LIABILITY COMPANY NAME (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC" OR "LLC") Spence International Investments, LLC</p> <p>B. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONE): <input checked="" type="checkbox"/> BY THE MANAGER <input type="checkbox"/> MORE THAN ONE MANAGER <input type="checkbox"/> ALL LIMITED LIABILITY COMPANY MEMBERS</p> <p>C. AMENDMENT TO TEXT OF THE ARTICLES OF ORGANIZATION:</p> <p>D. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE A CHANGE IN THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE OR ANY CHANGE IN THE EVENTS THAT WILL CAUSE THE DISSOLUTION</p>	
4. FUTURE EFFECTIVE DATE, IF ANY: MONTH DAY YEAR	
5. NUMBER OF PAGES ATTACHED, IF ANY: 0	
<p>6. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED</p> <p><i>Bob Spence</i> <small>NAME OF AUTHORIZED PERSON</small> <small>DATE</small> April 13 2005 <small>MANAGER</small> <small>NAME AND TITLE OF AUTHORIZED PERSON</small></p>	
<p>7. RETURN TO:</p> <p>NAME Gary L. Bradus FIRM Wentraub Genshies Chediak Sproul ADDRESS 400 Capitol Mall, 11th Floor CITY/STATE Sacramento, CA ZIP CODE 95814</p> 	



State of California
Kevin Shelley
Secretary of State

STATEMENT OF INFORMATION
(Limited Liability Company)

ENDORSED - FILED
 In the office of the Secretary of State
 of the State of California

JUN 09 2004

KEVIN SHELLEY, Secretary of State

Filing Fee \$20.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. LIMITED LIABILITY COMPANY NAME: (Please do not alter if name is preprinted.)

COMMERCIAL INSURANCE MANAGEMENT, LLC

This Space For Filing Use Only

FILE NUMBER AND STATE OR PLACE OF ORGANIZATION

2. SECRETARY OF STATE FILE NUMBER
 200410410153

3. STATE OR PLACE OF ORGANIZATION
 California

COMPLETE ADDRESSES FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 4 and 5 cannot be PO Boxes.)

4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE CITY AND STATE ZIP CODE
 1165 Investment Blvd., Suite 2 El Dorado Hills, CA 95762

5. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY) CITY STATE ZIP CODE
 1165 Investment Blvd., Suite 2 El Dorado Hills CA 95762

AGENT FOR SERVICE OF PROCESS

- If an individual, the agent must reside in California and Item 7 must be completed with a California address.
- If a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 7 must be left blank.

NAME OF AGENT FOR SERVICE OF PROCESS

Bob Spence

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL CITY STATE ZIP CODE
 1165 Investment Blvd., Suite 2 El Dorado Hills CA 95762

TYPE OF BUSINESS

8. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY

insurance management

NAME AND COMPLETE ADDRESS OF ANY MANAGER OR MANAGERS, OR IF NONE HAVE BEEN APPOINTED OR ELECTED, PROVIDE THE NAME AND ADDRESS OF EACH MEMBER (Attach additional pages, if necessary.)

9. NAME ADDRESS CITY AND STATE ZIP CODE
 Bob Spence 1165 Investment Blvd., Suite 2 El Dorado Hills, CA 95762

10. NAME ADDRESS CITY AND STATE ZIP CODE

11. NAME ADDRESS CITY AND STATE ZIP CODE

NAME AND COMPLETE ADDRESS OF THE CHIEF EXECUTIVE OFFICER, IF ANY

12. NAME ADDRESS CITY AND STATE ZIP CODE
 N/A

13. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

Bob Spence
 TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

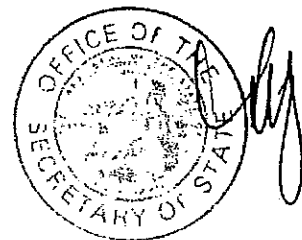
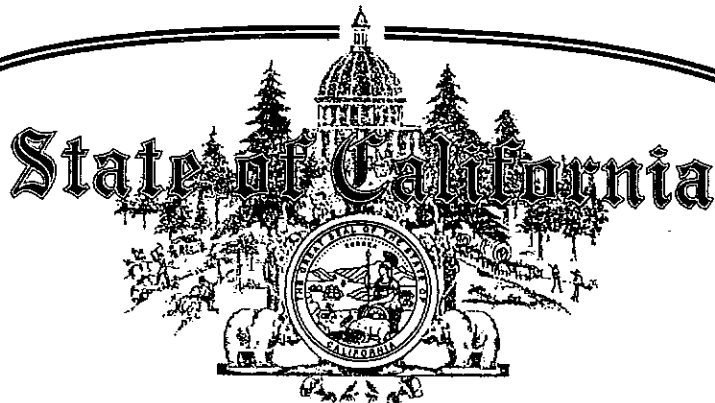
SIGNATURE

Manager
 TITLE

May 31, 2004
 DATE

DUE DATE:

JUL 05 2004



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 28 2004



Kevin Shelley
Secretary of State



State of California
Kevin Shelley
Secretary of State

ENDORSED - FILED
 in the office of the Secretary of State
 of the State of California

JUN 21 2004

KEVIN SHELLEY
Secretary of State

**LIMITED LIABILITY COMPANY
 CERTIFICATE OF AMENDMENT**

A \$30.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER 200410410153	2. NAME OF LIMITED LIABILITY COMPANY Commercial Insurance Management, LLC
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3. COMPLETE ONLY THE SECTIONS WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED IF NECESSARY.

A. LIMITED LIABILITY COMPANY NAME (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC" OR "L.L.C.")

B. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONE):

ONE MANAGER
 MORE THAN ONE MANAGER
 ALL LIMITED LIABILITY COMPANY MEMBER(S)

C. AMENDMENT TO TEXT OF THE ARTICLES OF ORGANIZATION:

D. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE A CHANGE IN THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE OR ANY CHANGE IN THE EVENTS THAT WILL CAUSE THE DISSOLUTION.

4. FUTURE EFFECTIVE DATE, IF ANY:

MONTH	DAY	YEAR
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5. NUMBER OF PAGES ATTACHED, IF ANY: 0

6. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

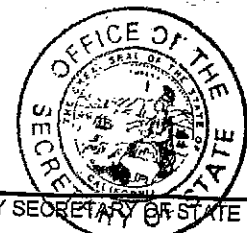
Bob Spence
 SIGNATURE OF AUTHORIZED PERSON

June 10, 2004
 DATE

Bob Spence, Manager
 TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

7. RETURN TO:

NAME	Gary L. Bradus
FIRM	Weintraub Genshlea Chediak Sproul
ADDRESS	400 Capitol Mall, 11th Floor
CITY/STATE	Sacramento, California
ZIP CODE	95814





State of California
Kevin Shelley
Secretary of State

File #

200410410158

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

A \$70.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR 05 2004

KEVIN SHELLEY
Secretary of State

This Space For Filing Use Only

1. NAME OF THE LIMITED LIABILITY COMPANY (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO.," OR THE ABBREVIATIONS "LLC" OR "L.L.C.")
Commercial Insurance Management, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS.

AN INDIVIDUAL RESIDING IN CALIFORNIA. PROCEED TO ITEM 4.

A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO SECTION 1505. PROCEED TO ITEM 5.

AGENT'S NAME: Bob Spence

4. ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL:

ADDRESS 1165 Investment Blvd., Suite 2

CITY El Dorado Hills

STATE CA

ZIP CODE 95762

5. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY: (CHECK ONE)

ONE MANAGER

MORE THAN ONE MANAGER

ALL LIMITED LIABILITY COMPANY MEMBER(S)

6. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE.

7. NUMBER OF PAGES ATTACHED, IF ANY: 0

8. TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY. (FOR INFORMATIONAL PURPOSES ONLY)
commercial insurance management

9. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Gary L. Bradus
SIGNATURE OF ORGANIZER

April 2, 2004

DATE

Gary L. Bradus

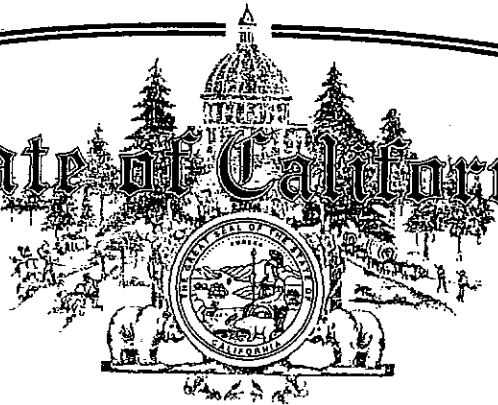
TYPE OR PRINT NAME OF ORGANIZER

10. RETURN TO:

NAME Gary L. Bradus
FIRM Weintraub Genshlea Chediak Sproul
ADDRESS 400 Capitol Mall, 11th Floor
CITY/STATE Sacramento, CA
ZIP CODE 95814



State of California



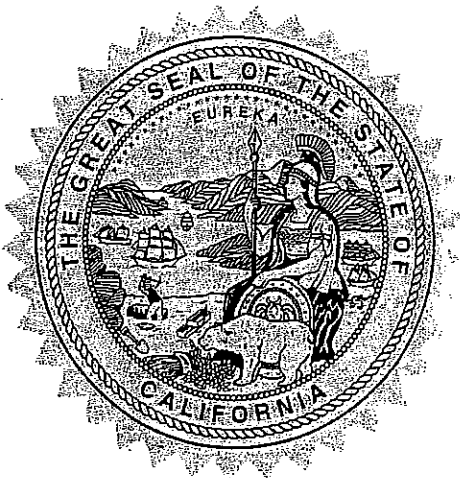
SECRETARY OF STATE

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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 14 2004



Kevin Shelley
Secretary of State