

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

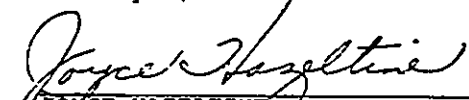
CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of MIDWEST LEGAL SERVICES, INC. (CO) to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state under the name of MIDWEST LEGAL SERVICES, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 3, 1994.


JOYCE HAZELTINE
Secretary of State

1970-1971

STATE OF TEXAS

YOUTH CENTER

1. The purpose of this act is to provide for the establishment of a youth center in each county of this state.

2. The youth center shall be established in each county by the board of county commissioners.

3. The youth center shall be established in each county by the board of county commissioners.

4. The youth center shall be established in each county by the board of county commissioners.

5. The youth center shall be established in each county by the board of county commissioners.

6. The youth center shall be established in each county by the board of county commissioners.

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

9 4 0 1 2 5 1 0 9 1 9

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

JAN 3 1994

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is Midwest Legal Services, Inc.
(Exact corporate name)

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is:

(3) State where incorporated Colorado Federal Taxpayer

(4) The date of its incorporation is July 16, 1981 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 1600 Broadway Denver, CO Zip Code 80202

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 319 S. Coréau, Pierre, SD Zip 57501 and the name of its proposed registered agent in the State of South Dakota at that address is CT Corporation System

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: Marketing & Administration of legal expense insurance plans

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
<u>James Brennan</u>	<u>President</u>	<u>400 Locust, Ste. 480</u>	<u>Des Moines</u>	<u>IA</u>	<u>50309</u>
<u>Stephan Doering</u>	<u>Vice President Claims</u>	<u>400 Locust, Ste. 480</u>	<u>Des Moines</u>	<u>IA</u>	<u>50309</u>
<u>Michael Retherford</u>	<u>Vice President Finance & Operations</u>	<u>400 Locust, Ste. 480</u>	<u>Des Moines</u>	<u>IA</u>	<u>50309</u>
<u>Michael Dugan</u>	<u>Vice President Marketing</u>	<u>400 Locust, Ste. 480</u>	<u>Des Moines</u>	<u>IA</u>	<u>50309</u>
<u>David Baker</u>	<u>Business Development</u>	<u>400 Locust, Ste. 480</u>	<u>Des Moines</u>	<u>IA</u>	<u>50309</u>
	<u>Officer & Secretary</u>				

(9) 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:

Number or shares	Class	Series	Par value per share or statement that shares are without par value
<u>2,500</u>	<u>A</u>		<u>\$100.00</u>

(10) 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:

Number or shares	Class	Series	Par value per share or statement that shares are without par value
200	A		\$100.00

(11) The amount of its stated capital is \$ 336,855.72

(12) This application is accompanied by a CERTIFICATE OF FACT duly acknowledged by the secretary of state or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

Dated 12/17 19 93

(Signature)

(Title)

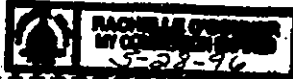
State of

County of

On this 17th day of December, 19 93, before me Rachelle O'Connor personally appeared David A. Baker, known to me, or proved to me, to be the Secretary of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed same.

My Commission Expires: 5-28-96 Rachelle O'Connor
(Notary Public)

Notarial Seal



The Consent of Appointment below must be signed by the registered agent listed in number six.

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

WE CT CORPORATION SYSTEM hereby give my consent to serve as the

(name of registered agent)

registered agent for Midwest Legal Services, Inc
(corporate name)

Dated 12/29 19 93

(signature of registered agent)

A. JACKLIN, Asst. Secy.

9 4 6 1 2 6 1 0 7 1 9



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

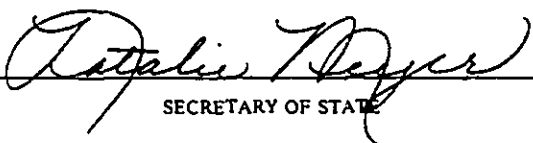
I, *NATALIE MEYER*, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

MIDWEST LEGAL SERVICES, INC.
(COLORADO CORPORATION)

file # 871443515 was filed in this office on JULY 16, 1981,
and has complied with the applicable provisions of the
laws of the State of Colorado and on this date is in good
standing and authorized and competent to transact business
or to conduct its affairs within this state.

Dated: DECEMBER 2, 1993



SECRETARY OF STATE

9 4 0 1 2 6 1 0 9 1 9

RECEIPT NO. 25987

FILE NO. FB016613

FEE RECEIVED: \$80

CERT OF AUTHORITY

OF

MIDWEST LEGAL SERVICES, INC. (CO)

2,500 A. AT \$100

Filed at the Request of:

MIDWEST LEGAL SERVICES INC
400 LOCUST ST STE 480
DES MOINES IA 50309

State of South Dakota ss
Office of the Secretary of State

Filed in the office of the Secretary of
State on January 3, 1994.

JOYCE HAZELTINE
Secretary of State

By _____
Deputy

1 0 1 0 1 0 1 0 1 0 1

FOR THE
THE NO. 1001013
-2- (REVISED 1980)

THE NO. 1001013

MICHAEL LEGAL SERVICES, INC. (OO)

2100 N. 10th St.

Filed at the request of:
MICHAEL LEGAL SERVICES, INC.
2100 N. 10th St.
2100 N. 10th St.

State of South Dakota
Office of the Secretary of State
Filed in the Office of the Secretary of
State on January 3, 1984.

SECRETARY OF STATE
STATE OF SOUTH DAKOTA
2100 N. 10th St.

ANNUAL REPORT

FOREIGN

PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-21-93
RECEIPT NO. 446442
RECEIVED

FEB 21 1995

S.D. SEC. OF STATE

- 1. Corporate Name and Mailing Address, including Zip - 4:**

FB-016613 JAN 00
 MIDWEST LEGAL SERVICES, INC.
 400 Locust Street, Ste. #480
 Des Moines, Iowa 50309

Telephone # ~~5151-246-1200~~

FAX #

Federal Taxpayer ID

FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

★ ★ ★ ★ ATTENTION - FILING INSTRUCTIONS ★ ★ ★ ★

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

Colorado

2. It is incorporated under the laws of Colorado and the address of its principal office or registered office in the state of incorporation is 1675 Broadway Denver, CO Zip + 4 80202

3. The address of its registered office in South Dakota is 319 S. Coteau, Pierre, SD

and the name of its registered agent at such address is CT Corporation System

4. The character of the business in which it is actually engaged in South Dakota Marketing & Administration of Legal Expense Insurance Plans

- 5. The names and addresses of its directors and officers**

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
James Brennan	Director	400 Locust St., Ste. 480	Des Moines	Iowa	50309
David Baker	Director	400 Locust St., Ste. 480	Des Moines	Iowa	50309
James Brennan	President	400 Locust St., Ste. 480	Des Moines	Iowa	50309
Stephan Doering	Vice President	400 Locust St., Ste. 480	Des Moines	Iowa	50309
David Baker	Secretary	/Business Development Officer 400 Locust St., #480 Des Moines, Iowa 50309			
Mike Retherford	Treasurer	/Vice Pres. Finance & Operations 400 Locust #480 Des Moines, Iowa 50309			

6. 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:

NUMBER OF SHARES <u>CAN</u> ISSUE	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
2,500	A		\$100.00

- | | | | |
|-----------------------------------|-------|--------|----------|
| 7. NUMBER OF SHARES <u>ISSUED</u> | CLASS | SERIES | |
| 200 | A | | \$100.00 |

8. The amount of its stated capital is \$ 336,855.72

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated January 26, 1995 19__

By _____
(Signature) *Sacuto*
Its _____
(Title)

STATE OF Iowa
COUNTY OF Polk ss

- I, Rachelle O'Connor, a notary public, do hereby certify that on this 26th day of January, 1995, personally appeared before me David Baker, who, being by me first duly sworn, declared that he/she is the Secretary of Midwest Legal Services, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 5-28-96



RACHELLE O'CONNER
MY COMMISSION EXPIRES
5-28-96

Public

(Notarial Seal)

SOS CRP 410 11/94

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 1-25-96
RECEIPT NO. 576938

RECEIVED

JAN 25 1996

1. Corporate Name and Mailing Address, including Zip + 4:

FB-016613 JAN/95
MIDWEST LEGAL SERVICES, INC.
400 LOCUST STREET STE 480
DES MOINES, IA 50309-2331

Telephone # 515-246-1200

FAX # 515-246-8710

Federal Taxpayer ID [REDACTED]

FILING DATE: Due during the month the
Certificate of Authority was issued, and
delinquent after the last day of the
following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of Colorado and the address of its principal office or registered office in the state of incorporation is 909 17th Street, Suite 712 Denver, CO 80202 Zip + 4 80202

3. The address of its registered office in South Dakota is 319 S Cateau
Pierre SD Zip + 4 57501

and the name of its registered agent at such address is CT Corporation

4. The character of the business in which it is actually engaged in South Dakota Legal expense Insurance & Prepaid Legal Services

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
Stephan T. Doering (V.P.)	Director	400 Locust Street, Suite 480	Des Moines, IA	50309	
James R. Brennan	President	400 Locust Street, Suite 480	Des Moines, IA	50309	
Michael A. Dugan	Vice President	400 Locust Street, Suite 480	Des Moines, IA	50309	
David A. Baker (Counsel)	Secretary	400 Locust Street, Suite 480	Des Moines, IA	50309	
Michael A. Retherford (VP)	Treasurer	400 Locust Street, Suite 480	Des Moines, IA	50309	

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

NUMBER OF SHARES CAN ISSUE 2,500 CLASS Common SERIES Single PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
\$100.00 / Share

7. NUMBER OF SHARES ISSUED 200 CLASS Common SERIES Single
\$100.00 / Share

8. The amount of its stated capital is \$ 279,833.41

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated January 23 19 96

By [Signature]
(Signature)
Its Secretary
(Title)

STATE OF Iowa
COUNTY OF Polk

I, Joan M. Denton, a notary public, do hereby certify that on this 23rd day of January 19 96, personally appeared before me David A. Baker who, being by me first duly sworn, declared that he/she is the Secretary of Midwest Legal Services, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 11-5-99

[Signature]
Notary Public

(Notarial Seal)

SOS CRF 410 11/94

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4650

ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$10 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-24-97
RECEIPT NO. 607231

RECEIVED

FEB 24 1997

1 Corporate Name and Mailing Address, including Zip - 4:

FB-016613 JAN/96
MIDWEST LEGAL SERVICES, INC.
400 LOCUST STREET STE 480
DES MOINES, IA 50309-2331

Telephone # (515) 246-8719

FAX # (515) 246-8719

Federal Taxpayer ID

FILING DATE: Due during the month the
Certificate of Authority was issued, and
delinquent after the last day of the
following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of Colorado and the address of its principal office or registered office in the state of incorporation is 909 17th Street, Suite 712 Denver, Co. Zip + 4 80202

3. The address of its registered office in South Dakota is 319 S Coteau St Pierre SD Zip + 4 57501

and the name of its registered agent at such address is CT Corporation

4. The character of the business in which it is actually engaged in South Dakota Legal expense Insurance & Prepaid Legal Services

5. The names and addresses of its directors and officers

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
James R. Brennan	PRES.	400 Locust St. Suite 480	Des Moines	IA	50309
Michael A. Dugan	V.P.	400 Locust St. Suite 480	Des Moines	Iowa	50309
David A. Baker	G.C. SEC	400 Locust St. Suite 400	Des Moines	Iowa	50309
Michael A. Retherford Sr.	V.P.	400 Locust St. Suite 480	Des Moines	Iowa	50309

6. The aggregate number of shares which it has authority to issue, itemized by classes, per value of shares, shares without per value, and series, if any, within a class.

NUMBER OF SHARES CAN ISSUE 2,500 CLASS Common SERIES Single VALUE OR STATE THAT SHARES ARE NO PAR VALUE \$100 / Share

7. NUMBER OF SHARES ISSUED 200 CLASS Common SERIES Single \$100 / Share

8. The amount of its stated capital is \$ 279,833.41

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated Feb. 19 19 97

By Michael A. Retherford
(Signature)
Its Sr. Vice President
(Title)

STATE OF Iowa
COUNTY OF Polk ss

I, Matthew T. Schreiber, a notary public, do hereby certify that on this 19th day of February 19 97.

personally appeared before me Michael Retherford who, being by me first duly sworn, declared that he/she is the Sr. V.P. of Midwest Legal Services that he/she signed the foregoing document

as officer of the corporation, and the statements therein contained are true

My Commission Expires 5-22-99



Notary Public

SOS CRP 410 11/94

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-26-98
RECEIPT NO. 691891
RECEIVED RECEIVED

FEB 26 1998 JAN 21 1998

S.D. SEC. OF STATE S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4:

FB-016613 JAN/97
MIDWEST LEGAL SERVICES, INC.
400 LOCUST STREET STE 430
DES MOINES, IA 50309-2331

Telephone # 515-246-1200

FAX # 515-246-8710

Federal Taxpayer ID

FILING DATE: Due during the month the
Certificate of Authority was issued, and
delinquent after the last day of the
following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of Colorado and the address of its principal office or registered office in the state of incorporation is 909 17th Street, Suite 712, Denver, CO. Zip + 4 80202

3. The address of its registered office in South Dakota is 319 S. Corbett Street, Pierre, SD 57501 Zip + 4 _____

and the name of its registered agent at such address is CT Corporation

4. The character of the business in which it is actually engaged in South Dakota Legal Expense Ins. & prepaid Legal Services

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
Michael Dugan	VP Marketing	400 Locust Street, Suite 480	Des Moines	IA	50309
James Brennan	Director	Same as above			
Michael Retherford	President	Same as above			
Joan Trout	Vice President	Same as above			
	Secretary	Same as above			
	Treasurer				

6. 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:

NUMBER OF SHARES CAN ISSUE 2500 CLASS common SERIES Single PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE \$100/Share

7. NUMBER OF SHARES ISSUED 200 CLASS common SERIES Single PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE \$100/Share

8. The amount of its stated capital is \$ 19,833.41

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated January 8th 19 98

By Michael Retherford
(Signature)
Its Vice President
(Title)

STATE OF Iowa
COUNTY OF Polk ss

I, Matt Schreiber, a notary public, do hereby certify that on this 8th day of January 19 98, personally appeared before me Michael A. Retherford who, being by me first duly sworn, declared that he/she is the Vice President of Midwest Legal Services, that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 5-22-99

Matt Schreiber
Notary Public



SOS CRP 410 6/97

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

9906197.3984
6/22/99
ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 5-24-99
RECEIPT NO. 804069

\$50 RECEIVED

MAY 24 1999

S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4:

FB-016613 JAN/98
MIDWEST LEGAL SERVICES, INC.
400 LOCUST STREET STE 480
DES MOINES, IA 50309-2331

Telephone # 515-246-1200

FAX # 515-246-8710

Federal Taxpayer ID

FILING DATE: Due during the month the
Certificate of Authority was issued, and
delinquent after the last day of the
following month.

*** ATTENTION - FILING INSTRUCTIONS ***

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of Colorado and the address of its principal office or registered office in the state of incorporation is 909 17th Street, Suite 712m Denver, CO Zip + 4 80202

3. The address of its registered office in South Dakota is 319 S. Coteau Street, Pierre, SD 57501 Zip + 4

and the name of its registered agent at such address is CT Corporation

4. The character of the business in which it is actually engaged in South Dakota

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
Michael Dugan, VP	Director	400 Locust St., Ste. 480, Des Moines, IA	Des Moines	IA	50309
Michael A. Retherford	Director	400 Locust St., Ste. 480, Des Moines, IA	Des Moines	IA	50309
James R. Brennan	President	400 Locust St., Ste. 480, Des Moines, IA	Des Moines	IA	50309
Michael A. Retherford	Vice President	400 Locust St., Ste. 480, Des Moines, IA	Des Moines	IA	50309
Joan D. Trout	Secretary	400 Locust St., Ste. 480, Des Moines, IA	Des Moines	IA	50309
Michael A. Retherford	Treasurer	AS Above			

6. 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

NUMBER OF SHARES CAN ISSUE 0 CLASS Application SERIES shows PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE 2500 at \$100

7. NUMBER OF SHARES ISSUED 0 CLASS Application SERIES shows

8. The amount of its stated capital is \$ 0 NOTE: AS OF 6/24/98 Midwest Legal Services is not a Corporation. Withdrawal form to be filed soon.

Dated May 21 19 99

By Joan D. Trout
(Signature) Joan D. Trout
Its Secretary
(Title)

STATE OF Iowa
COUNTY OF Polk ss

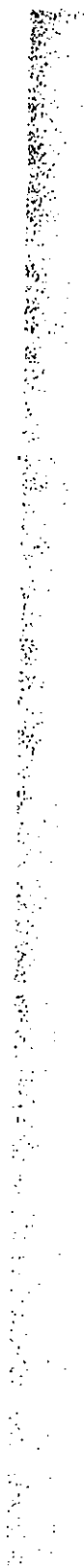
I, Joanne Steacie, a notary public, do hereby certify that on this 21st day of May 1999, personally appeared before me Joan D. Trout who, being by me first duly sworn, declared that he/she is the Secretary of Midwest Legal Services, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires 3/16/03



Joanne Steacie
Notary Public Joanne Steacie

SOS CRP 410 6-97



12

State of South Dakota



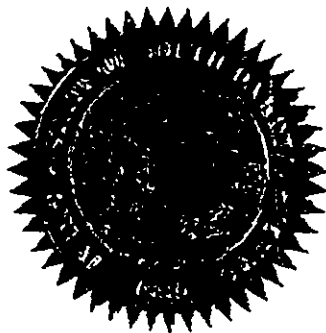
OFFICE OF THE SECRETARY OF STATE

Certificate of Withdrawal

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the application for Withdrawal from South Dakota for **MIDWEST LEGAL SERVICES, INC.** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 hereby issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for Withdrawal.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this June 28, 1999.



A handwritten signature in cursive script, reading "Joyce Hazeltine".

Joyce Hazeltine
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

RECEIVED
980728 5 0791
713019 2 1 1999

S.D. SEC. OF STATE

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Withdrawal from your State, and for that purpose submits the following statement:

1. The name and address of the corporation is Midwest Legal Services, Inc.
400 Locust Street, Suite 480, Des Moines, Iowa 50309
2. It is incorporated under the laws of the state of Colorado
3. That this corporation is not doing or engaging in any business in this state, and hereby surrenders its authority to transact business in South Dakota.
4. It revokes the authority of its registered agent in your State 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 your State during the time the corporation was authorized to transact business in your State may thereafter be made on the corporation by service thereof on the Secretary of State of your State.
5. The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is 400 Locust Street, Suite 480, Des Moines, Iowa 50309
6. 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, as of this date is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
2500	Common	Single	\$100.00/Share
7. 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, as of this date is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
200	Common	Single	\$100.00/Share
- (8) The amount of its stated capital as of this date is \$ \$279,833.41

To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

Dated June 17 19 99

(Signature)

Joan D. Trout

Secretary

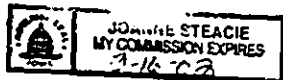
(Title)

STATE OF Iowa

COUNTY OF Polk

I, Joanne Steacie, a notary public, do hereby certify that on this 17th day of June, 19 99, personally appeared before me Joan D. Trout who, being by me first duly sworn, declared that he/she is the Secretary of Midwest Legal Services, Inc. and that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

3-16-02
My Commission Expires



(Notary Public)

Filing Fee: \$10

*** An Original and one exact or conformed copy must be submitted. ***

wf.doc

9907295.0791
7/30/99

RECEIVED 805309

FILE NO. 805309

FEL RECEIVED 1 10.00

WITHDRAWAL
of
MIDWEST LEGAL SERVICES, INC. (C)

BOOK

FILED AT THE REQUEST OF
JOANNE STEALIE
ALAN GROUP
400 LOCUST STREET S.E. 400
OF MINNESOTA 55401-7501

State of South Dakota
Office of the Secretary of State
Filed in the Office of the Secretary of
State on June 22, 1999

JOHN HARTLINE
Secretary of State

By _____
Clerk