

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

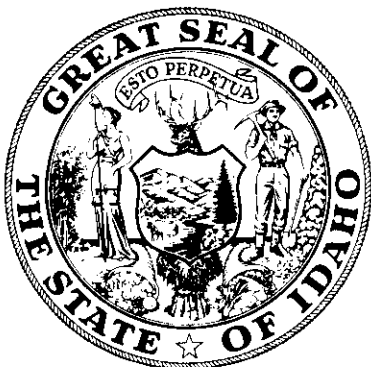
MANAGEMENT CATALYSTS, INC.

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

Dated **September 19, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

SEP 19 2 35 PM '83

SECRETARY OF STATE

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:

1. The name of the corporation is Management Catalysts, Inc.
2. *The name which it shall use in Idaho is Management Catalysts, Inc.
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is November 18, 1977 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 None. Mail annual report to: Management Catalysts, Inc.
6. The street or RFD address of its proposed registered office in Idaho is P.O. Box 1299, Post Falls, ID 83854
517 North 4th Ave., Sandpoint, ID 83864, and the name of its proposed registered agent in Idaho at that address is Terry L. Jensen (continued on reverse)
7. The purpose or purposes which it proposes to pursue in Idaho are:

ACANP 481

Consultation and performance in financial marketing and organization structuring, and any other activity allowed by law.

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

Name	Office	Address
<u>Richard Odenberg</u>	<u>Secretary/Director</u>	<u>P.O. Box 1299, Post Falls, ID 83854</u>
<u>Frank D. Honorof</u>	<u>President/Director</u>	<u>P.O. Box 1299, Post Falls, ID 83854</u>

9. This corporation is authorized to issue only one class of shares of stock, Common; the total number of such shares is Twenty Five Thousand (25,000); the aggregate par vaule of all said shares shall be Twenty Five Thousand Dollars (\$25,000.00); and the par value of each of said shares shall be \$1.00
10. The corporation has issued 1,000 shares of stock, all common class, with a par value of \$1.00 per share. (continued on reverse)

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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

Dated 15th July, 19 83.

By _____

Its _____ President

and _____

Its _____ Secretary

STATE OF Idaho)

COUNTY OF Kootenai) ss:

I, Patricia A. Moore, a notary public, do hereby certify that on this 15th day of July, 19 83, personally appeared before me Frank D. Honoro F & Richard Adenberg, who being by me first duly sworn, declared that ~~he~~ ^{they} ~~are~~ ^{are} the President & secretary of Management Catalysts, Inc

that ~~he~~ ^{they} signed the foregoing document as President & secretary of the corporation and that the statements therein contained are true.

Patricia A. Moore

Notary Public

Residing at Hayden Lake

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect. An assumed name may not be used except when necessary to avoid conflict with an existing corporate name:

FILED
IN THE
OFFICE OF THE
CLERK OF THE
STATE OF NEVADA

SEP 19 2 35 PM '83

Filing Fee: \$50.00

By: UNITED STATES CORPORATION COMPANY
502 E JOHN - ROOM 2
P. O. BOX 1867
CARSON CITY, NEVADA 89701

SECRETARY OF STATE

NOV 18 1977

ARTICLES OF INCORPORATION

-OF-

MANAGEMENT CATALYSTS, INC.

W. WACHENBERG, SECRETARY OF STATE

W. Wachenberg
No. 5032-77

FIRST: The name of this corporation shall be
MANAGEMENT CATALYSTS, INC.

SECOND: The place where its principal office is
located is 502 E John Street, in the City of Carson
City, State of Nevada, and the resident agent in charge there-
of is UNITED STATES CORPORATION COMPANY, whose address is 502
E John Street, but this corporation may maintain an office or
offices in such other place or places as may be, from time to
time, fixed by its Board of Directors or as may be fixed by
the Bylaws of the corporation.

THIRD: The purpose of the corporation is to engage
in any lawful act or activity for which corporations may be org-
anized under the Nevada Revised Statutes.

Without limiting in any manner the scope and gener-
ality of the foregoing, it is hereby provided that the corpora-
tion shall have the following purposes, objects and powers:

To act as a selling agent for the sale and distrib-
ution of electronic products.

To acquire, hold, own, hypothecate, improve, manage,
operate, let as lessor, sell, convey or mortgage, and generally
deal in, either alone or in conjunction with others, real prop-
erty of every kind, character and description, and the fixtures
and personal property incidental thereto or connected therewith.

To act as principal, agent, partner, joint venturer or
in any other legal capacity in any transaction.

To do business anywhere in the world.

FOURTH: This corporation is authorized to issue only one class of shares of stock, Common; the total number of such shares is Twenty Five Thousand (25,000); the aggregate par value of all said shares shall be Twenty Five Thousand Dollars (\$25,000.00); and the par value of each of said shares shall be \$1.00 (\$1.00).

FIFTH: The capital stock of the corporation shall not be subject to assessment.

SIXTH: The members of the governing Board of this corporation shall be styled Directors, and the number of said Directors shall be two (2); they may be increased or decreased from time to time in such manner as shall be provided in the Bylaws, provided that the number shall not be reduced to less than three (3), except in cases where all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, then the number of Directors may be less than three (3), but not less than the number of stockholders. In case of any increase in the number of Directors, the additional Directors may be elected by the stockholders at any annual or special meeting, or by the Directors as shall be provided by the Bylaws.

The names and present office addresses of the first two Directors are as follows:

NAME
FRANK ODENSELBERG

RICHARD ODENSELBERG

ADDRESS
P.O. Box 11286
Nephyr Cove, Nevada 89448
P.O. Box 11286
Nephyr Cove, Nevada 89448

SEVENTH: The names and addresses of each of the original incorporators are as follows:


NAME	ADDRESS
RUTH VAN HULL	6430 Sunset Boulevard Los Angeles, California 90028
L. R. JOHNSON	6430 Sunset Boulevard Los Angeles, California 90028
MARLENE RYAN	6430 Sunset Boulevard Los Angeles, California 90028

EIGHTH: The period of the existence of said corporation shall be unlimited.


NINTH: The private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

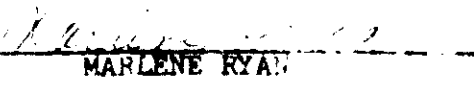
IN WITNESS WHEREOF, we have set our hands and seals this 16th day of NOVEMBER, 1977.



RUTH VAN HULL



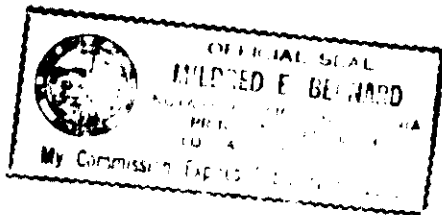
L. R. JOHNSON



MARLENE RYAN

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS

BE IT REMEMBERED, that on this 16th day of NOVEMBER, 1977, before me, a Notary Public in and for the said County and State, personally appeared RUTH VAN HULL, L. R. JOHNSON and MARLENE RYAN, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.



Mildred E. Bernard
NOTARY PUBLIC