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Department of State.

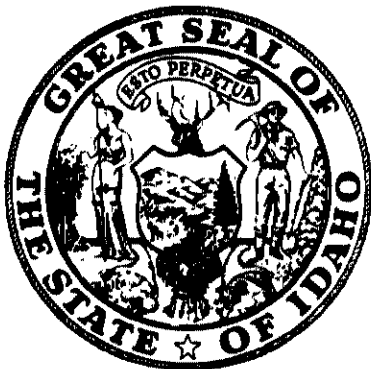
**CERTIFICATE OF AUTHORITY
OF**

ASSOCIATED MANAGEMENT CONSULTANTS, INC.

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

Dated **September 16, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley D. Davis

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 ASSOCIATED MANAGEMENT CONSULTANTS, INC.
2. The name which it shall use in Idaho is ASSOCIATED MANAGEMENT CONSULTANTS, INC. D/B/A
AMCI FINANCE
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of WASHINGTON
4. The date of its incorporation is APRIL 10, 1985 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 1212 NORTH WASHINGTON, SUITE 20, SPOKANE, WA 99201-2401
6. The address to which correspondence should be addressed, if different from that in item 5. PO BOX 8205, SPOKANE, WA 99203-8205
7. The street address of its proposed registered office in Idaho is 816 SHERMAN AVENUE, COEUR D'ALENE, ID, 83814-4149, and the name of its proposed registered agent in Idaho at that address is Ed J. Anson
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
ALL LEGAL BUSINESS ACTIVITIES AS PERMITTED BY THE LAWS OF THE STATE OF IDAHO
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
R. WILLIAM SCHWEIGER	PRESIDENT/SECRETARY	PO BOX 8205, SPOKANE, WA 99203-8205

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by class, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
50,000	COMMON	\$1.00

11. The aggregate number of its issued shares, itemized by class, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
500	COMMON	\$1.00

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

13. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: AUGUST 7, 1991

ASSOCIATED MANAGEMENT CONSULTANTS, INC.
(Corporation Name)

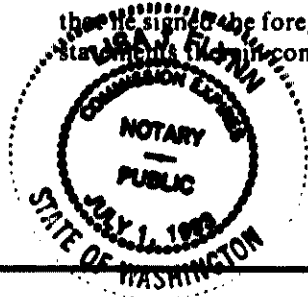
By [Signature] ITS PRESIDENT
If President/ Vice President (please specify)

and [Signature] ITS SECRETARY
If Secretary/ Assistant Secretary (please specify)

STATE OF WASHINGTON)
) ss:
COUNTY OF SPOKANE)

I, LISA J. FLYNN, a notary public, do hereby certify that on this 7TH day of AUGUST, 19 91, personally appeared before me R. WILLIAM SCHWEIGER, who being by me first duly sworn, declared that he is the PRESIDENT & SECRETARY of ASSOCIATED MANAGEMENT CONSULTANTS, INC.

I have signed the foregoing document as PRESIDENT & SECRETARY of the corporation and that the statements contained are true.



[Signature]
Notary Public



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STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

ASSOCIATED MANAGEMENT CONSULTANTS, INC.

I, **RALPH MUNRO**, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporation in Washington on April 10, 1985.

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

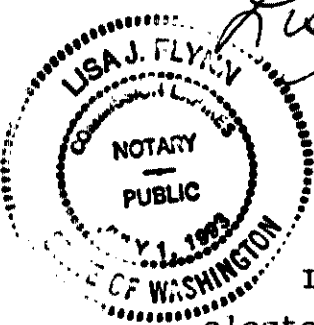
Date: August 15, 1991

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

E. Kelly

is a true & correct
copy of the original.



Lisa J. Flynn
Notary Public
9/10/91

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SEC. OF STATE

CORPORATE RESOLUTION

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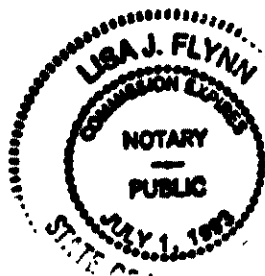
I, WILLIAM SCHWEIGER, do hereby certify that I am the duly elected, qualified and acting President of Associated Management Consultants, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Washington, and, as President, I do hereby certify that a meeting of the Board of Directors of the corporation was duly called, held and convened according to the laws and bylaws of the corporation on August 30, 1991, a quorum being present and voting thereon, the following resolution was presented to the Board of Directors and approved by it; that the following is a full, true and correct copy of the resolution as it appears in the records of the corporation; that it has not been altered, amended or repealed and is now in full force and effect:

RESOLVED, that the corporation be, and the officers authorized to, register the corporation to do business in Idaho by registering with the Idaho Secretary of State's office.

RESOLVED FURTHER, that the corporation register and do business in Idaho under the name AMCI Finance.

IN WITNESS WHEREOF, I have signed my name and attached the corporate seal of the corporation this 30 day of August 1991.

By: *William Schweiger*
WILLIAM SCHWEIGER, President



on the 4th day of September, 1991
William Schweiger personally
appeared before me & signed.

Lisa J. Flynn