

State of Idaho

Office of the Secretary of State

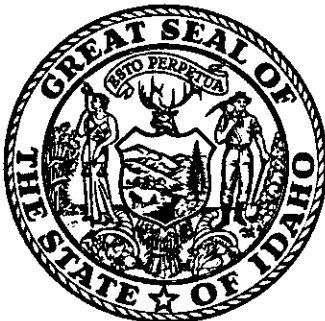
**CERTIFICATE OF AUTHORITY
OF
QTG SERVICES, INC.**

File Number C 170845

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: January 11, 2007



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

07 JAN 11 PM 12:34
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: QTE Services, Inc.
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 12/31/1998
5. The address of its principal office is:
700 Anderson Hill Road, Purchase, New York 10577
6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, Idaho 83706
and its registered agent in Idaho at that address is: National Registered Agents, Inc.
8. The names and respective business addresses of its directors and officers are:

| Name | Office | Address |
|-------------------|--------|--|
| SEE ATTACHED LIST | | <u>700 Anderson Hill Road</u> <u>Purchase, New York 10577</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Dated: December 2006

Signature: Brian M. Nurse

Typed Name: Brian M. Nurse

Capacity: Vice President
[The signer must be a director or an officer of the corporation.]

Customer Acct # : _____

If using pre-paid account

Secretary of State use only

I hereby certify that this application is true and correct.
 Secretary of State
 January 11, 2007

VED 1117

IDAHO SECRETARY OF STATE
 01/11/2007 05:00
 CK: 39457 CT: 1154 BH: 1025658
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

C170845

SVC EQUIPMENT COMPANY

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF ANNUAL MEETING**

The undersigned, being all of the members of the Board of Directors of SVC Equipment Company (the "Company"), pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, there being no restrictions in the Certificate of Incorporation of the Company to the contrary, do hereby consent to and adopt the following resolution and to the taking of the corporate action set forth therein without and in lieu of a meeting, such consent to have the same force and effect as a vote at a meeting.

RESOLVED: That the following named persons are duly nominated and elected as officers of the Company, to replace the existing officers and to serve in the office set forth beside their respective names for the term provided in the By-laws of the Company or until their successors are elected and qualified:

| | |
|------------------------|--|
| James Lynch | President |
| Mark McGowan | Vice President and Secretary |
| Karen Hunter | Vice President and Assistant Secretary |
| Janet Silverberg | Vice President and Assistant Secretary |
| Stephen Naughton | Vice President and Assistant Secretary |
| Lars Johnson | Vice President and Assistant Secretary |
| Brian M. Nurse | Vice President and Assistant Secretary |
| Thomas H. Tamoney, Jr. | Vice President and Assistant Secretary |
| James Sweany | Vice President |
| Renee Garbus | Vice President |
| Jeffrey Hummel | Vice President |
| Christine Griff | Vice President |
| Charles Mueller | Vice President |
| Thomas Salcito | Vice President |
| Victor de Hoyos | Vice President |

IN WITNESS WHEREOF, the undersigned have caused this Consent to be executed as of the ____ day of May, 2006.

Christine Griff

J. Darrell Thomas

Thomas H. Tamoney, Jr.

SVC EQUIPMENT COMPANY

**UNANIMOUS WRITTEN CONSENT OF SOLE STOCKHOLDER
IN LIEU OF ANNUAL MEETING**

The undersigned, being the sole stockholder of SVC Equipment Company, a Delaware corporation (the "Corporation"), pursuant to Section 228(a) of the General Corporation Law of the State of Delaware, does hereby consent to the adoption of the following resolution and to the taking of the corporate action set forth therein without and in lieu of a meeting of the stockholders or of the Corporation, such consent to have the same force and effect as a vote at a meeting:

RESOLVED: That the following named persons be and hereby are elected as directors of the Corporation, each to serve, subject to the provisions of the By-laws of the Corporation, until the next Annual Meeting of Stockholders or until his or her successor shall have been duly elected and have qualified:

Christine Griff
J. Darrell Thomas
Thomas H. Tamoney, Jr.

IN WITNESS WHEREOF, the undersigned has caused this Consent to be executed as of the ____ day of May, 2006.

Stokely-Van Camp, Inc.

By: _____
Brian M. Nurse
Vice President

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QTG SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QTG SERVICES, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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061175317



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5300907

DATE: 12-21-06