

State of Idaho

Department of State

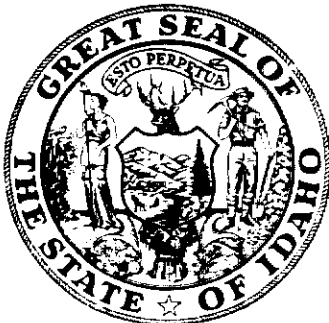
CERTIFICATE OF AUTHORITY OF

NORTH LAKE CAPITAL ADVISORS, INC.
File number C 124535

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: June 22, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Dewine*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

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

1. The name of the corporation is North Lake Capital Advisors, Inc.
2. The name which it shall use in Idaho is Delaware
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is April 7, 1992
5. The address of its principal office is 1011 East Braemere, Boise, ID 83702
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 3710 Warren Wagon Rd. McCall, ID 83638
_____, and its registered agent in Idaho at that address is Mr. Peter T. Johnson
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
Mr. Alan W. Shealy	President	1011 E. Braemere, Boise ID 83702
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

June 15, 1998

Dated: _____
North Lake Capital Advisors, Inc.

(Corporation name)

By _____

Alan W. Shealy

President

Its _____

(specify capacity of signer)

Customer Acc #:

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

06/22/1998 09:00
CK: 1029 CT: 100533 BH: 121796

1 @ 100.00 = 100.00 AUTH PRO

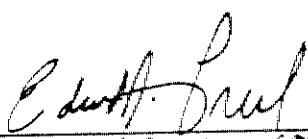
C 124535

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTH LAKE CAPITAL ADVISORS, 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 TWELFTH DAY OF JUNE, A.D. 1998.

2293406 8300

981228563


Edward J. Freel, Secretary of State 981228563

AUTHENTICATION: 06-12-98

DATE: 981228563