

State of Idaho

Office of the Secretary of State

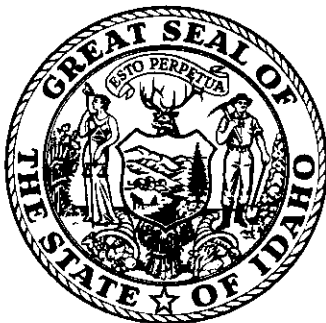
**CERTIFICATE OF AUTHORITY
OF
THE MEASUREMENT FACTORY INC.**

File Number C 166597

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: 1 May 2006



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2006 MAY -1 AM 9:43

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

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

The Measurement Factory, Inc

2. The name which it shall use in Idaho is: The Measurement Factory, Inc

3. It is incorporated under the laws of: The State of Colorado

4. Its date of incorporation is: April 7, 2000

5. The address of its principal office is:

PO Box 380, Boulder, CO 80306-0380

6. The address to which correspondence should be addressed, if different from item 5, is:

504 Main St., Suite 434, Lewiston, ID 83501

7. The street address of its registered office in Idaho is: 504 Main St., Suite 434, Lewiston, ID 83501

and its registered agent in Idaho at that address is: Duane Wessels

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

| Name | Office | Address |
|----------------------|------------------|--|
| <u>Duane Wessels</u> | <u>President</u> | <u>504 Main St., Suite 434, Lewiston, ID 83501</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Dated: April 28, 2006

Signature: *Duane Wessels*

Typed Name: Duane Wessels

Capacity: 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

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Revised 06/2005

IDAHO SECRETARY OF STATE
05/01/2006 05:00
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C160597

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Ginette Dennis, as the Secretary of State of the State of Colorado, hereby certify that,
according to the records of this office,

THE MEASUREMENT FACTORY INC.

is a
Corporation

formed or registered on 04/07/2000 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20001070911 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 04/26/2006 that have been posted, and by documents delivered to this office electronically through 04/28/2006 @ 22:51:05 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 04/28/2006 @ 22:51:05 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6479180 .



Ginette Dennis

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us>, click Business Center and select "Frequently Asked Questions."