

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

TOPI, INC.

File number C 106128

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

Dated: April 28, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Herald*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. 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 TOPI, INC.
2. The name which it shall use in Idaho is TOPI, INC.
- (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 NEVADA
4. The date of its incorporation is March 3, 1994 and the period of its duration,
if other than perpetual, is --
5. The address of its principal office in the state or country under the laws of which it is incorporated is
ACORN CORP. SERVICES, INC., 2929 East Desert Inn Rd., Las Vegas, Nev. 89121
6. The address to which correspondence should be addressed, if different than Item 5, is
438 'I' Street, Idaho Falls, Idaho 83402 Att: Carol Strong
7. The street address of its proposed registered office in Idaho is 438 'I' Street, Idaho Falls, Idaho
83402, and the name of its proposed
registered agent in Idaho at that address is Carol Strong, President
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
REAL ESTATE INVESTMENTS

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19940422 0900 74284 2
CK #: 100 CUST# 35781
CORP 1@ 100.00= 100.00

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

Name	Office	Address
Carol J. Strong	President	438 'I' Street, Idaho Falls, Id. 83402
Carol J. Strong	Director	438 'I' Street, Idaho Falls, Id. 83402
Thomas W. Strong	Secretary	438 'I' Street, Idaho Falls, Id. 83402
Thomas W. Strong	Director	438 'I' Street, Idaho Falls, Id. 83402
Carol J. Strong	Treasurer	438 'I' Street, Idaho Falls, Id. 83402

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

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: April 20, 1994

TOPI, INC.
(Corporation name)
By Carol J. Strong, President
Its President/Vice President (please specify)
and Thomas W. Strong, Secretary
Its Secretary/Assistant Secretary (please specify)

STATE OF Idaho)
COUNTY OF Bonneville) ss:

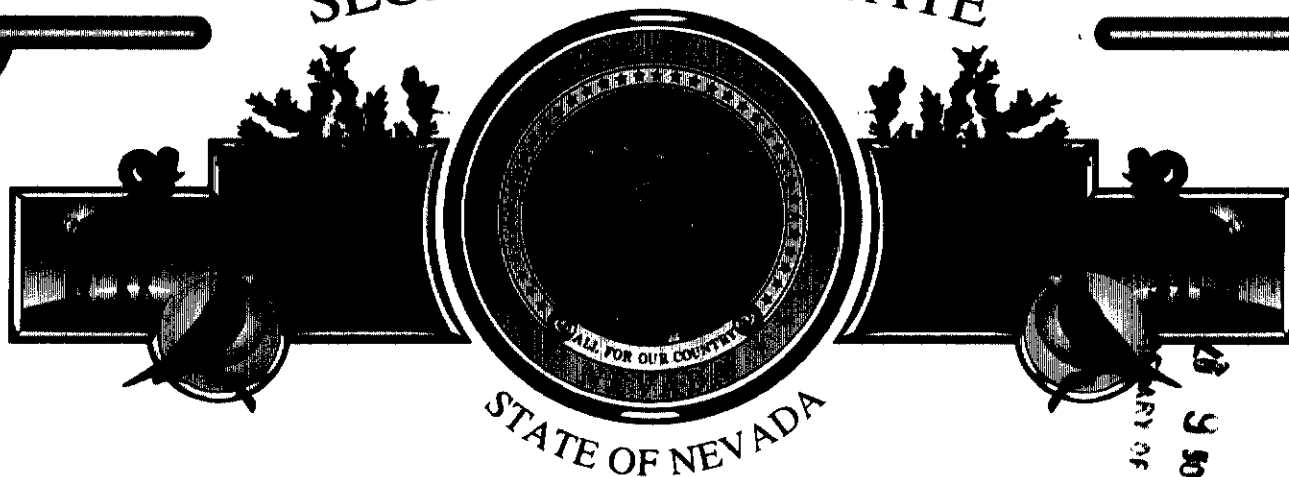
I, Kaye J. Irie, a notary public, do hereby certify that on this 20th day of April, 19 94, personally appeared before me Carol J. Strong & Thomas W. Strong, who being by me first duly sworn, declared that they are the President & Secretary of TOPI, Inc

they that she signed the foregoing documents as Officers of the corporation and that the statements therein contained are true.

Kaye J. Irie
Notary Public

10-20-97

SECRETARY OF STATE



CORPORATE CHARTER

I, CHERYL A. LAU, Secretary of State of the State of Nevada, do hereby certify that TOPI, INC. did on the **THIRD** day of **MARCH**, 1994, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 3RD day of MARCH, 1994.

A handwritten signature in cursive script, appearing to read "Cheryl A. Lau".

Secretary of State



By A handwritten signature in cursive script, appearing to read "Delaina Marquez".

Deputy