

State of Idaho

Office of the Secretary of State

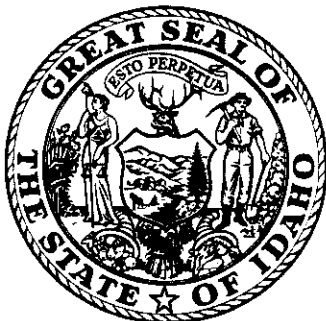
**CERTIFICATE OF AUTHORITY
OF
ICEBREAKER NATURE CLOTHING, INC.**

File Number C 160588

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: 18 May 2005



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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

1. The name of the corporation is:

ICEBREAKER NATURE CLOTHING, INC.

2. The name which it shall use in Idaho is: ICEBREAKER NATURE CLOTHING, INC.

3. It is incorporated under the laws of: CALIFORNIA

4. Its date of incorporation is: 8 JUNE 2004

5. The address of its principal office is:

ANACOTA PLAZA, 610 ANACAPA ST, 2ND FLOOR, SANTA BARBARA
CA 93101 - 1615

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

PO BOX 7249, KETCHUM, IDAHO 83340

7. The street address of its registered office in Idaho is: 511 DEERWOOD, HAILEY, IDAHO

and its registered agent in Idaho at that address is: TROY BALLARD

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

Name	Office	Address
<u>JEREMY MOON</u>	<u>PRESIDENT</u>	<u>PO BOX 959, WELLINGTON,</u> <u>NEW ZEALAND</u>
<u>NOEL TODD</u>	<u>DIRECTOR</u>	<u>"</u>
<u>PETER TRAVERS</u>	<u>DIRECTOR</u>	<u>"</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 28 APRIL 2005

Signature: _____

Typed Name: SARAH SHERRIFF

Capacity: CHIEF FINANCIAL OFFICER

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
 05/18/2005 05:00
 CK: 1278249 CT: 74184 BH: 811140
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 CORP SUR # 3

IDAHO SECRETARY OF STATE
 05/18/2005 05:00
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0162588

State of California
Secretary of State

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, **BRUCE McPHERSON**, Secretary of State of the State of California, hereby certify:

That on the **8TH day of JUNE, 2004**, **ICEBREAKER NATURE CLOTHING, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of **May 16, 2005**.



BRUCE McPHERSON
Secretary of State