



CERTIFICATE OF AUTHORITY
OF

BCE INC.

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

Dated **July 20, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

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SECRETARY OF STATE

1. The name of the corporation is BCE INC.
2. *The name which it shall use in Idaho is N/A
3. It is incorporated under the laws of New York
4. The date of its incorporation is May 16, 1984 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o Davis Polk & Wardwell 1 Chase Manhattan Plaza, New York, NY 10005
6. The address to which correspondence should be addressed, if different from that in item 5 1633 Broadway, New York, New York 10019, c/o CT Corporation System
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
The transaction of any and all lawful business for which corporations may be organized.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	SEE ATTACHED RIDER	

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

(continued on reverse)

11. The aggregate number of its issued shares; itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

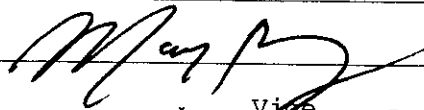
12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 18, 19 84.

BCE INC.

By



Its Vice President Marc J. Ryan

and

Its Rae Davies Secretary Rae Davies

COUNTRY OF

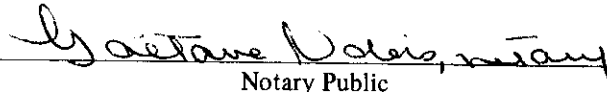
~~STATE OF~~ CANADA)

PROVINCE OF

~~COUNTRY OF~~ QUEBEC) ss:

I, Gaetan Valois, a notary public, do hereby certify that on this 18th day of June, 19 84, personally appeared before me Marc J. Ryan, who being by me first duly sworn, declared that he is the Vice President of BCE INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.


Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

R I D E R

* * * *

BCE INC.

* * * *

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
J. J. Fridman	President & Director	16 Malta Street Dollard Des Ormeaux, Quebec H9B 2J7
Marc J. Ryan	Vice President & Director	451 Pine Avenue St. Lambert, Quebec J4P 2N9
Rae Davies	Secretary & Director	12 Magil Road Dollard Des Ormeaux, Quebec H9G 1N3
Simon Jegher	Treasurer	5754 Smart Street Cote St. Luc, Quebec H4W 2M7

State of New York }
Department of State } ss:

I Hereby Certify, *That I have made diligent examination of the
index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

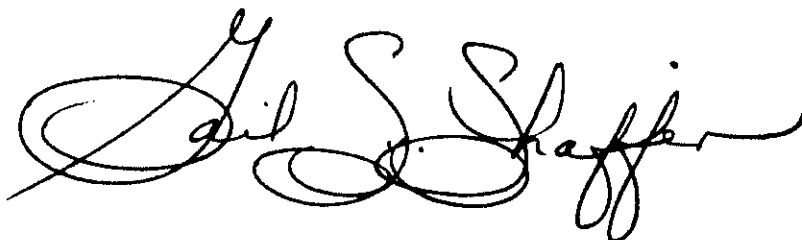
BCE INC.

*the certificate of incorporation of which corporation was filed May 16, 1984,
with perpetual duration,*

*and that upon such examination, I find no such certificate, order or record, and that so far as
indicated by the records of this department, such corporation is a subsisting corporation.*

Witness

*my hand and the official seal of the
Department of State at the City of
Albany, this 24th day
of May one thousand
nine hundred and eighty-four.*



Secretary of State