

# State of Idaho

Office of the Secretary of State

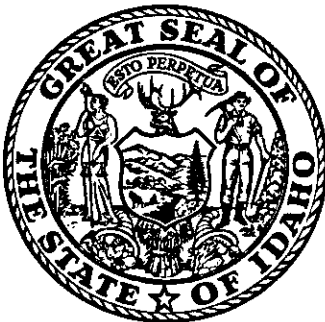
**CERTIFICATE OF AUTHORITY  
OF  
VITAL SYNERGY MARKETING, INC.**

File Number C 167998

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: July 21, 2006



*Ben Yursa*

SECRETARY OF STATE

By *Meryl Dabner*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2006 JUL 21 AM 9:30

SECRETARY OF STATE  
STATE OF IDAHO

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

1. The name of the corporation is:

Vital Synergy Marketing, Inc.

2. The name which it shall use in Idaho is: Vital Synergy Marketing, Inc.

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 11/16/2005

5. The address of its principal office is:

810 S. Main St., Unit 10, Hailey, ID 83333

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

P.O. Box 4030, Hailey, ID 83333

7. The street address of its registered office in Idaho is: 810 S. Main St., Unit 10, Hailey, ID 83333

and its registered agent in Idaho at that address is: Martin J. Matthews

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

Name	Office	Address
<u>Martin J. Matthews</u>	<u>President &amp; CEO</u>	<u>810 S. Main St, Unit 10, Hailey, ID 83333</u>
<u>David Pratt</u>	<u>Treasurer</u>	<u>31 Beaco Bay, Newport Beach, CA 92660</u>
<u>Debbie Johnson</u>	<u>Secretary</u>	<u>810 S. Main St, Unit 10, Hailey, ID 83333</u>
<u>Edward Carnegie</u>	<u>Director</u>	<u>824 Inverness, Rancho Mirage, CA 92270</u>
_____	_____	_____
_____	_____	_____

Dated: 7/18/2006

Signature: \_\_\_\_\_

Typed Name: Martin J. Matthews

Capacity: President & CEO

[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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form\applicants\authority\_prof1.pmd  
Revised 06/2005

IDAHO SECRETARY OF STATE  
07/21/2006 05:00  
CK: 1060 CT: 202606 BH: 966093  
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Web Form

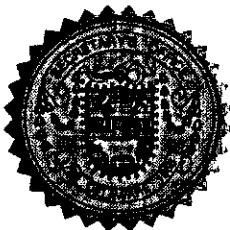
C467998

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VITAL SYNERGY MARKETING, 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 TWENTY-FOURTH DAY OF JUNE, A.D. 2006.



4062423 8300

060559529

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4853672

DATE: 06-24-06