

State of Idaho

Department of State

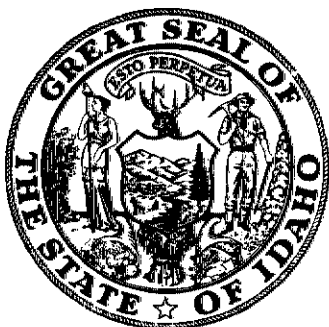
CERTIFICATE OF AUTHORITY OF

JAMESON, INC.
dba HEINZ-JAMESON, INC.
File Number C 108564

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

Dated: December 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Seibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

DEC 13 10 59 AM '94

SECRETARY 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 Jameson, Inc.

2. The name which it shall use in Idaho is Heinz-Jameson, 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 Delaware

4. The date of its incorporation is December 5, 1994 and the period of its duration, if other than perpetual, is N/A

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801

6. The address to which correspondence should be addressed, if different than item 5, is 600 Grant Street, 60th Floor, Pittsburgh, PA 15219

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 C T CORPORATION SYSTEM

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
To purchase receivables, collections on receivables and related security for such
receivables and own, hold service, sell, transfer, assign, pledge, finance, grant
a security interest in, refinance and otherwise deal with Receivables and to
engage in any lawful act or activity and to exercise any powers permitted to
corporations under the Business Corporation Act of Idaho.

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
700 West Jefferson, Room 203
P. O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE
19941213 0900 48749 2
CK #: 7745 CUST#: 15948
CORP
1@ 100.00= 100.00

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

Name	Office	Address
F. Edward Osborne	Director	4515 Hillcrest Drive Boise, Idaho 83705
James A. Backo	Director	One Commerce Center, 1201 N. Orange Street, Suite 782, Wilmington, DE 19801
Daniel J. Krofcheck	Director - Vice President	600 Grant Street, 60th Floor, Pittsburgh, PA 15219
Paul F. Renne	Secretary and Treasurer Director - Vice	600 Grant Street, 60th Floor, Pittsburgh, PA 15219
Karyll A. Davis	President Assistant Secretary	600 Grant Street, 60th Floor, Pittsburgh, PA 15219
Catherine A. Caponi	Assistant Treasurer	600 Grant Street, 60th Floor, Pittsburgh, PA 15219
John C. Crowe	Assistant Treasurer	600 Grant Street, 60th Floor, Pittsburgh, PA 15219

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: December 9th, 1994

Jamson, Inc.
(Corporation name)
By [Signature], Daniel J. Krofcheck
its President Vice President (please specify)
and [Signature], Karyll A. Davis
its Secretary Assistant Secretary (please specify)

COMMONWEALTH
STATE OF PENNSYLVANIA)
) ss:
COUNTY OF ALLEGHENY)

I, Joan R. Myers, a notary public, do hereby certify that on
this 9th day of December, 19 94, personally appeared before
me Daniel J. Krofcheck, who being by me first duly sworn, declared that (s)he
is the Vice President of Jamson, Inc.

that (s)he signed the foregoing documents as Vice President of the corporation and that
the statements therein contained are true.

[Signature]
Notary Public

Notarial Seal
Joan R. Myers, Notary Public
Pittsburgh, Allegheny County
My Commission Expires July 6, 1998
Member, Pennsylvania Association of Notaries

Certified Copy of Resolution

CORPORATION ADOPTING A FICTITIOUS
NAME FOR USE IN THE STATE OF IDAHO
SECRETARY OF STATE

Dec 13 11 00 AM '94

I, the undersigned, Daniel J. Krofcheck, do hereby certify that the following is true, complete and correct copy of a certain resolution of the Board of Directors of Jameson, Inc., a corporation duly organized and existing under the laws of the State of Delaware, which resolution was duly adopted at a duly called meeting of the said Board, held on December 9th, 1994, by unanimous written consent, and is set forth in the minutes of said corporation; that I am the keeper of the corporate seal and of the minutes and records of this corporation and the said resolution has not been rescinded or modified:

"RESOLVED that Jameson, Inc., organized and existing in the State of Delaware, hereby adopts the name Heinz-Jameson, Inc. for use in the State of Idaho for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Idaho under the name Heinz-Jameson, Inc."

Dated: December 9th, 1994.

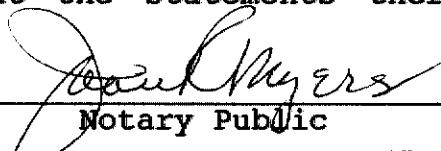
Jameson, Inc.

By: Daniel J. Krofcheck
Its Vice President

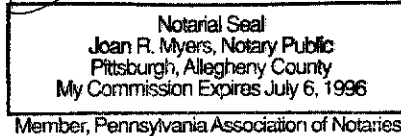
Maryll A. Davis
Its Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

I, Joan R. Myers, a notary public, do hereby certify that on this 9th day of December, 1994, personally appeared before me Daniel J. Krofcheck and Karyll A. Davis, who being by me first duly sworn, declared that they are the Vice President and Assistant Secretary, respectively, of Jameson, Inc., that they signed the foregoing document as Vice President and Assistant Secretary of the Corporation and that the statements therein contained are true.


Notary Public

[SEAL]



Office of the Secretary of State

DEC 13 11 00 AM '94

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "JAMESON, 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 SEVENTH DAY OF DECEMBER, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2458331 8300

944236656

AUTHENTICATION:

7327545

DATE:

12-07-94