

State of Idaho

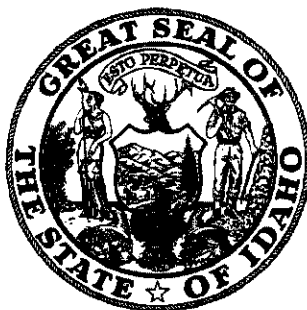
Office of the Secretary of State

CERTIFICATE OF AUTHORITY
OF
SKY FINANCIAL SOLUTIONS, INC.
File Number C 131406

I PETE T. CENARRUSA, 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: December 6, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Constance Lewis*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED
DEC 6 10 27 AM '99

To the Secretary of State of Idaho:

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


- The name of the corporation is Sky Financial Solutions, Inc.
- The name which it shall use in Idaho is Sky Financial Solutions, Inc.
- It is incorporated under the laws of Ohio
- Its date of incorporation is 2/21/96
- The address of its principal office is 2740 Airport Drive, Suite 300, Columbus, Ohio 43219
- The address to which correspondence should be addressed, if different from item 5, is 2740 Airport Drive, Suite 300, Columbus, Ohio 43219
- The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System

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

Name	Office	Address
<u>See Attached Exhibit A</u>		

Dated: 12/2/99

Sky Financial Solutions, Inc.
(Corporation name)

By 
Robert E. Dorr

Its President & CEO
(specify capacity of signer)

Customer Acct #:
(if using pre-paid account)

Secretary of State use only
IDAH0 SECRETARY OF STATE

12/06/1999 09:00
CK: 79896 CT: 20168 BH: 271100

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C131406

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EXHIBIT A
SKY FINANCIAL SOLUTIONS, INC.
LISTING OF DIRECTORS AND OFFICERS

NAME	TITLE	BUSINESS ADDRESS
Marty E. Adams	Director	Sky Financial Group, Inc. 221 S. Church Street P.O. Box 428 Bowling Green, Ohio 43402
Gerald D. Aller	Director	Aller's Rexall Pharmacy 127 N. Main Street North Baltimore, Ohio 45875
Paul T. Appel	Director/ EVP/COO	Sky Financial Solutions 27042 Towne Centre Drive Suite 260 Foothill Ranch, California 92610
Keith D. Burgett	Director	Carrolton Animal Hospital 1225 Canton Road Carrolton, Ohio 44615
David A. Bryan	Director	Wasserman, Bryan, Landry & Honald 405 N. Huron 300 Inns of Court Building Toledo, Ohio 43604
Robert E. Dorr	Director/ President & CEO	Sky Financial Solutions, Inc. 2740 Airport Drive, Suite 300 Columbus, Ohio 43219
Del E. Goodcker	Director	200 Geneva Drive Alquippa, Pennsylvania 15001
D. James Hilliker	Director	Better Food Systems, Inc. 101 W. Columbus Avenue Bellefontaine, Ohio 43311
Robert E. Spitler	Director	Spitler, Vogtsberger & Huffman, LLP 131 East Court Street Bowling Green, Ohio 43402
Robert E. Stearns	Director	Stearns & Zouhary 849 Dixie Highway Rossford, Ohio 43460
W. Granger Souder, Jr.	Secretary	Sky Financial Group, Inc. 221 S. Church Street P.O. Box 428 Bowling Green, Ohio 43402

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

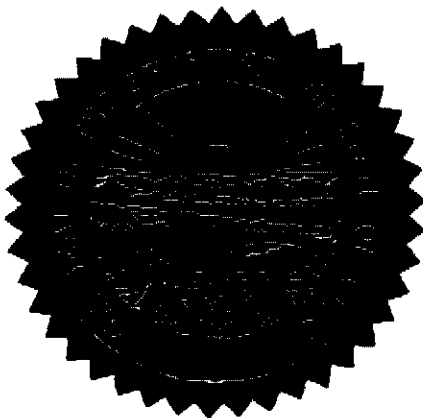


I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show SKY FINANCIAL SOLUTIONS, INC., an Ohio Corporation, Charter No. 932500, having its principal location in Columbus, county of Franklin, was incorporated on February 21, 1996, is currently in GOOD STANDING upon the records of this office.

WITNESS my hand and official seal

at Columbus, Ohio on

November 18, 1999



A handwritten signature in cursive script, reading "J. Kenneth Blackwell".

J. Kenneth Blackwell

Secretary of State