

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
CTM GROUP, INC.**

File Number C 145588

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: 23 September 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie T. Tinsley*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

02 SEP 23 PM 1:21

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: CTM GROUP, INC.
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: January 15, 2002
5. The address of its principal office is: 103 Stiles Road, Salem, New Hampshire 03079
6. The address to which correspondence should be addressed, if different from item 5, is: _____
7. The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, Idaho 83706
_____ and its registered agent in Idaho at that address is: National Registered Agents, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached schedules</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 9-4-02

Signature: _____

Typed Name: Thomas Coco

Capacity: President

Customer Acct #

(If using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
09/23/2002 05:00
CK: 23948 CT: 19577 BH: 489688
1 @ 100.00 = 100.00 AUTH PRO # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5

g:\corpforms\corp
forms\appforauthority_profit.pm6
Revised 01/2001

**LIST OF OFFICERS AND DIRECTORS
OF
CTM GROUP, INC.**

Officers:

Chairman/CEO: Kyle Nagel
c/o CTM GROUP, INC.
103 Stiles Road, Suite 201
Salem, New Hampshire 03079

President: Thomas J. Coco
c/o CTM GROUP, INC.
103 Stiles Road, Suite 201
Salem, New Hampshire 03079

Treasurer/Secretary: Thomas J. Coco
c/o CTM GROUP, INC.
103 Stiles Road, Suite 201
Salem, New Hampshire 03079

Directors:

Kyle Nagel
c/o CTM GROUP, INC.
103 Stiles Road, Suite 201
Salem, New Hampshire 03079

Thomas J. Coco
c/o CTM GROUP, INC.
103 Stiles Road, Suite 201
Salem, New Hampshire 03079

Delaware

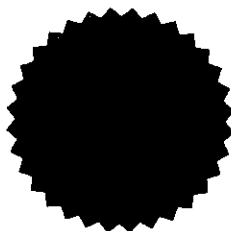
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CTM GROUP, 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 TENTH DAY OF SEPTEMBER, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CTM GROUP, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF JANUARY, A.D. 2002.



3480662 8300

020565367

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1975364

DATE: 09-10-02