

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

DAIN RAUSCHER INCORPORATED

File Number C 133881

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: May 9, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Kime*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

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

NO MAY -9 AM 10:12

- The name of the corporation is Dain Rauscher Incorporated SECRETARY OF STATE STATE OF IDAHO
- The name which it shall use in Idaho is Dain Rauscher Incorporated
- It is incorporated under the laws of Minnesota
- Its date of incorporation is 12/29/81
- The address of its principal office is 60 South Sixth Street
Minneapolis, MN 55402
- The address to which correspondence should be addressed, if different from item 5, is Same as above.
- The street address of its registered office in Idaho is 300 North 6th Street, Boise,
ID-83701, and its registered agent in Idaho at that address is CT Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attachment.</u>		

Dated: 5/5/00

Dain Rauscher Incorporated

BENTLEY J. ANDERSON
(Corporation name)

Its Asst. Secretary
(specify capacity of signer)

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

Secretary of State use only

IDAHO SECRETARY OF STATE

05/09/2000 09:00
CK: 0001007113 CT: 104977 BH: 316152

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C/33881

ATTACHMENT

**DIRECTORS AND OFFICERS
DAIN RAUSCHER INCORPORATED
(a Minnesota corporation)**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Irving Weiser	Chief Executive Officer, President and Chairman of the Board	60 South Sixth Street Minneapolis, MN 55402
John C. Appel	Vice Chairman, President and Director	60 South Sixth Street Minneapolis, MN 55402
Peter M. Grant	Senior Executive Vice President and Director	60 South Sixth Street Minneapolis, MN 55402
David J. Parrin	Chief Financial Officer and Director	60 South Sixth Street Minneapolis, MN 55402
Paula H. Phillippe	Executive Vice President and Director	60 South Sixth Street Minneapolis, MN 55402
J. Scott Spiker	Senior Executive Vice President and Director	60 South Sixth Street Minneapolis, MN 55402
Ronald A. Tschetter	Senior Executive Vice President and Director	60 South Sixth Street Minneapolis, MN 55402
Carla J. Smith	Secretary	60 South Sixth Street Minneapolis, MN 55402
Bentley J. Anderson	Assistant Secretary	60 South Sixth Street Minneapolis, MN 55402

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

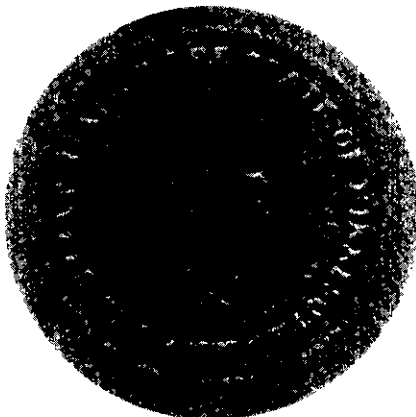
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Dain Rauscher Incorporated

Date Formed: 12/29/1981

Chapter Governed By: 302A

This certificate has been issued on 05/04/00.



Mary Kiffmeyer
Secretary of State.