



Department of State.

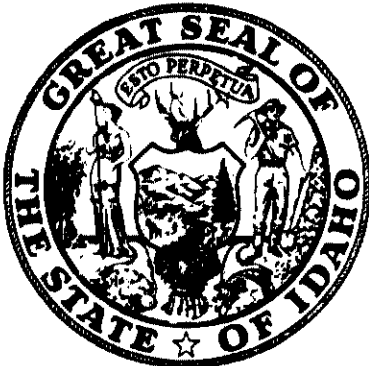
**CERTIFICATE OF AUTHORITY
OF**

W. M. SMITH & ASSOCIATES, INC.

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

Dated January 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth Barbara

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 W.M. SMITH & ASSOCIATES, INC.

2. The name which it shall use in Idaho is _____

(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 Washington

4. The date of its incorporation is July 2, 1979 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

9606 N.E. 180th, Bothell, WA 98011

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

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 proposes to pursue in the transaction of business in Idaho are:

sales of swimming pool equipment

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

Name	Office	Address
<u>Wayne M. Smith</u>	<u>Director</u> <u>President</u>	<u>9606 NE 180th, Bothell, WA 98011</u>
<u>Georganne McKellar-Smith</u>	<u>Director</u> <u>Sec./Treas.</u>	<u>9606 NE 180th, Bothell, WA 98011</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name	Office	Address

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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: Jan 16, 1991

W.M. SMITH & ASSOCIATES, INC.
(Corporation Name)

By Wayne M. Smith
Wayne M. Smith Its President/Vice President (please specify)

and Georganne McKeellar-Smith
Georganne McKeellar-Smith Its Secretary/Assistant Secretary (please specify)

STATE OF WASHINGTON
COUNTY OF KING) ss:

I, Carol Smith, a notary public, do hereby certify that on this 16 day of Jan, 19 91, personally appeared before me Wayne M. Smith, who being by me first duly sworn, declared that (s)he is the President of W.M. SMITH & ASSOCIATES, INC.

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

Carol L Smith
Notary Public

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SEC. OF STATE
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STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that, according to records on file in this office, as of the date of this certificate,

W. M. SMITH & ASSOCIATES, INC.

is a Washington Profit corporation,

duly authorized to transact business or conduct affairs as a corporation in the State of Washington.

Date: January 22, 1991

Corporation Number: 2-290319-9

Date of Incorporation
or Qualification: July 02, 1979

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

N. Brown