

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

MORTENSEN EDUCATIONAL PRODUCTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MORTENSEN EDUCATIONAL PRODUCTS, INC.

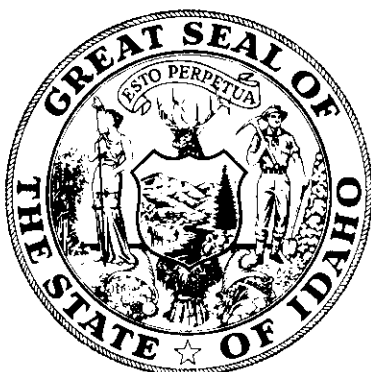
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MORTENSEN EDUCATIONAL PRODUCTS, INC.

to transact business in this State under the name MORTENSEN EDUCATIONAL PRODUCTS, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **March 14, 1985**



Robt. J. Canarone

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 MORTENSEN EDUCATIONAL PRODUCTS, INC.
2. *The name which it shall use in Idaho is MORTENSEN EDUCATIONAL PRODUCTS, INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is April 10, 1984 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 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 6671 North 15th Street, Coeur d'Alene, Idaho 83814
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:
To engage in any lawful act or activity which corporations may engage in under the laws of the State of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED RIDER		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:		
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>4,000,000</u>	<u>Common</u>	<u>\$.01</u>

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a certificate of corporate existence or status, issued by the proper officer of the state or country of incorporation. (The certificate should not be over 90 days old)

Dated _____, 19 85

MORTENSEN EDUCATIONAL PRODUCTS, INC.

By Gary Dixon Its _____ President

and John S. McGeeney Its _____ Secretary

STATE OF Connecticut)
COUNTY OF Fairfield) ss: Stamford

I, Pauline Vincini, a notary public, do hereby certify that on this 20th day of February, 19 85, personally appeared before me John S. McGeeney, who being by me first duly sworn, declared that he is the Secretary of MORTENSEN EDUCATIONAL PRODUCTS, INC.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

Pauline Vincini
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

PAULINE VINCINI
NOTARY PUBLIC, STATE OF CONNECTICUT
MY COMMISSION EXPIRES MARCH 31, 1988

RIDER

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Joel Del	Chairman and Director	10738 Overman Avenue Chatsworth, CA 91311
Gary Dixon	President	East 2717 Winger Road Mead, WA 90021
Jerry Mortensen	Vice President and Director	East 3818 Cleveland Spokane, WA 99207
RaNae Stellmon	Vice President	6671 North 15th Street Coeur d'Alene, ID 83814
John S. McGeeney	Secretary and Director	10 Stamford Forum P.O. Box 120 Stamford, CT 06904
Lowell Hattori	Treasurer	20936 Culson Street Woodland Hills, CA 91364



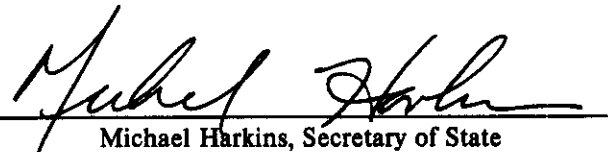
NO 14 9 JAN '85

STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY MORTENSEN EDUCATIONAL PRODUCTS, 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 DATE SHOWN BELOW.

1 1 1 1 1 1 1 1 1


Michael Harkins, Secretary of State

AUTHENTICATION: 10453362

DATE: 03/03/1985

725067003