

State of Idaho

Office of the Secretary of State

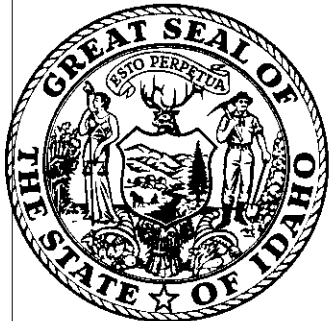
**CERTIFICATE OF AUTHORITY
OF
CONESTOGA - ROVERS & ASSOCIATES, INC.**

File Number C 150877

I, BEN YSURSA, 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: 15 September 2003



Ben Yursa

SECRETARY OF STATE

By *Janette Holloway*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2003 SEP 15 AM 8:49

STATE OF IDAHO

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

- The name of the corporation is: Conestoga-Rovers & Associates, Inc.
- The name which it shall use in Idaho is: same
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: August 13, 2003
- The address of its principal office is: c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 1980
- The address to which correspondence should be addressed, if different from item 5, is: 2055 Niagara Falls Blvd., Suite 3, Niagara Falls, NY 14304
- The street address of its registered office in Idaho is: 1401 Shoreline Drive, #3, Boise, Idaho 83702
and its registered agent in Idaho at that address is: Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached		

Dated: Sept 9/03

Signature: *Ed Roberts*

Typed Name: Edward S. Roberts

Capacity: President

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

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
09/15/2003 05:00
CK: 83593 CT: 81838 BH: 701777
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C150877

**CONESTOGA-ROVERS & ASSOCIATES, INC.
OFFICERS & DIRECTORS**

Edward Stuart Roberts (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	President/Director
Robert Turton Pyle (Business address: 1351 Oakbrook Drive, Suite #150 Norcross, Georgia 30093)	Secretary/Director
Anthony Chikeung Ying (Business address: 2055 Niagara Falls Blvd., Suite 3, Niagara Falls, NY 14304)	Treasurer/Director
Glenn Thomas Turchan (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Executive Vice-President/ Assistant Secretary/Director
Frank Anthony Rovers (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Chairman/Director
Frederick William. Blickle (Business address: 14496 Sheldon Road, Suite #200 Plymouth, Michigan 48170)	Vice-President/Director
Brian Charles Boevers (Business address: 1801 Old Highway 8, Suite #114, St. Paul, MN 55112)	Vice-President/Director
Gregory Ross Brooks (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
Bruce Clellan Clegg (Business address: 8615 W. Bryn Mawr Avenue, Chicago, IL 60631)	Vice-President/Director
Anthony James Crutcher (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
Ted E. Dove (Business address: 4915 S. Sherwood Forest Blvd. Baton Rouge, Louisiana 70816)	Vice-President/Director
Gregory Dean Ferraro (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
Ronald Frehner (Business address: 1801 Old Highway 8, Suite #114, St. Paul, MN 55112)	Vice-President/Director
Donald Howard Haycock (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
James Karl Kay	Vice-President/Director

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Michael G. Mateyk

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Edward Arthur McBean

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Jack Joseph Arnold Michels

(Business address: 179 Colonnade Road, Suite #400,
Ottawa, ON K2E 7J4 Canada)

Vice-President/Director

Bruce Alexander Monteith

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

J. (John) Richard Murphy

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Stephen Michael Quigley

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Ian Kerr Richardson

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Reinhard Schwark

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Earl Edward Shannon

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Richard George Shepherd

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Alan Wayne Van Norman

(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Delaware

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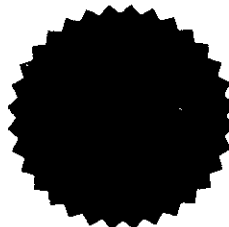
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONESTOGA - ROVERS & ASSOCIATES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONESTOGA - ROVERS & ASSOCIATES, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF AUGUST, A.D. 2003.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2607500

DATE: 08-29-03