

State of Idaho

Office of the Secretary of State

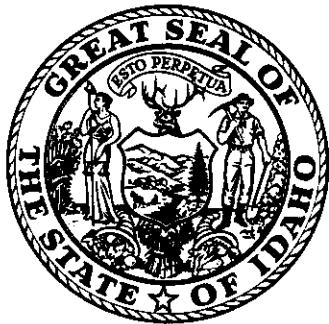
**CERTIFICATE OF AUTHORITY
OF
ARM INTERNATIONAL CORP**

File Number C 147092

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: 10 January 2003



Ben Ysursa

SECRETARY OF STATE

By *Ben Ysursa*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

NOV 10 PM 1:33

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

STATE OF IDAHO

1. The name of the corporation is:

ARM International Corp.

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

3. It is incorporated under the laws of: New York

4. Its date of incorporation is: April 12, 1988

5. The address of its principal office is:

200 E. Randolph, 4th Floor Chicago, IL 60601

6. The address to which correspondence should be addressed, if different from item 5, is:
same

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702
and its registered agent in Idaho at that address is: Corporation Service Company

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

Name

Office

Address

See attached officers/directors rider

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: January 3, 2003

Signature:

Typed Name: Leonor de la Torre

Capacity: Secretary - Law

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

 gloptidoms corp
 forms/applications/corporate/authority_profit/pro6
 Revised 07/2002

 IDAHO SECRETARY OF STATE
 01/10/2003 05:00
 CK: 176189 CT: 28296 BH: 656184
 1 P 100.00 = 100.00 AUTH PRO # 2
 1 P 20.00 = 20.00 EXPEDITE C # 3

C147092

ARM International Corp.

Directors

David Heslington

Director

**Address for all directors
and officers is:**

Peter K. Jones

Director

**200 E. Randolph
Chicago, IL 60601**

Peter Le Resche

Director

Officers

Peter K. Jones

President

Beth G. Albright

Treasurer

Leonor de la Torre

Secretary - Law

Richard E. Barry

Vice President

Richard L. Vodziak

Assistant Vice President - Taxes

State of New York } ss: Department of State

I hereby certify, that the Certificate of Incorporation of ARM INTERNATIONAL CORP. was filed on 04/12/1988, under the name of SR ACQUISITION (NEW YORK) CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment SR ACQUISITION (NEW YORK) CORP., changing its name to ARM INTERNATIONAL (NEW YORK) CORP., was filed 05/18/1988.

A Certificate of Amendment ARM INTERNATIONAL (NEW YORK) CORP., changing its name to ARM INTERNATIONAL CORP., was filed 08/15/1988.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of January
two thousand and three.

Secretary of State