

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 LEONARD-Ayer, INC.

2. The name which it shall use in Idaho is LEONARD-Ayer, INC.

(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 MASSACHUSETTS

4. The date of its incorporation is FEB 1, 1985 and the period of its duration is INDEFINITE

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

400 ESSEX STREET P.O. Box E BEVERLY FARMS, MA 01915

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

Box 106 Stanley, IDAHO 83278

7. The street address of its proposed registered office in Idaho is Highway 21

3 miles East of Stanley, ID., and the name of its proposed registered agent in Idaho at that address is JOE LEONARD

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Outfitting and Guiding

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

| Name | Office | Address |
|-----------------------|-----------------------|--------------------------------------|
| <u>JOE LEONARD</u> | <u>President</u> | <u>Box 106 Stanley, ID 83278</u> |
| <u>DAVID Ayer</u> | <u>Vice President</u> | <u>P.O. Box E Beverly, MA. 01915</u> |
| <u>Sheila LEONARD</u> | <u>SECRETARY</u> | <u>Box 106 Stanley, ID 83278</u> |
| <u>Lexa Ayer</u> | <u>CLERK</u> | <u>P.O. Box E Beverly, MA 01915</u> |

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by class, 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 |
|------------------|--------|--|
| 15,000 | Common | No Par |
| | | |
| | | |

11. The aggregate number of its issued shares, itemized by class, 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 |
|------------------|-------|--|
| | | |
| | | |
| | | |

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

Dated: _____

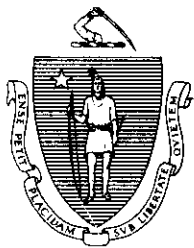
LEONARD - Ayer, Inc.
(Corporation Name)
By Joe Leonard President
Its President/ Vice President (please specify)
and Shelia Leonard Secretary
Its Secretary/ Assistant Secretary (please specify)

STATE OF Idaho)
COUNTY OF CUSTER) ss:

I, LAWRENCE A. Mc Coy, a notary public, do hereby certify that on this 29th day of APRIL, 19 85, personally appeared before me JOE LEONARD, who being by me first duly sworn, declared that he is the PRESIDENT of LEONARD - Ayer INC.

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

Lawrence A. Mc Coy
Notary Public



The Commonwealth of Massachusetts

Office of the Secretary of State

State House, Boston 02133

MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE

May 17, 1985

To Whom it May Concern:

I hereby certify that

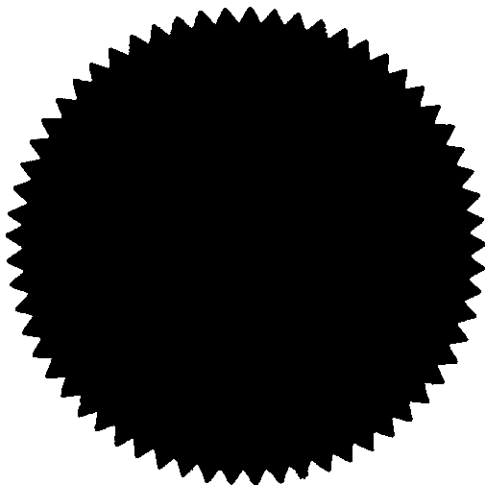
Leonard-Ayer, Inc.

appears by the records of this office to have been incorporated under the general laws of this Commonwealth February 1, 1985.

I further certify that so far as appears of record here, said corporation still has a legal existence.

IN TESTIMONY of which, I have hereunto

affixed the Great Seal of
the Commonwealth on the
date first above written.



Michael Joseph Connolly

Secretary of State

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