

State of Idaho

Department of State

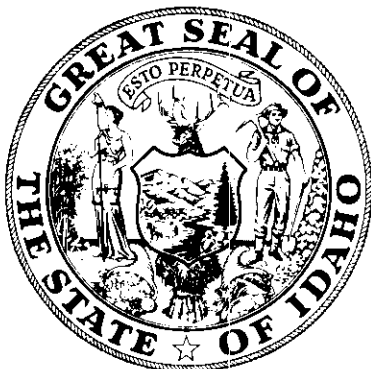
CERTIFICATE OF AUTHORITY OF

MCDUFF, SCOTT & ASSOCIATES, INC.

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

Dated **November 12, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

My I Clark

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 McDuff, Scott & Associates, Inc.
2. *The name which it shall use in Idaho is McDuff, Scott & Associates, Inc.
3. It is incorporated under the laws of Texas
4. The date of its incorporation is July 25, 1985 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 One South Green, Suite 100, 12600 North Featherwood Drive, Houston, Texas 77034
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:
The purchase of debt instruments
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached Rider		
10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

(continued on reverse)

11. 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 x 11-1, 1985.

McDuff, Scott & Associates, Inc.

By x Roger Miles Scott, Jr.
Its Vice President

and _____

Its x Jewel Wright Secretary
Jewel Wright

STATE OF TEXAS)
COUNTY OF HARRIS) ss:

I, x Deborah Jones, a notary public, do hereby certify that on
this x 1st day of November, 1985, personally appeared before
me Roger Miles Scott, Jr., who being by me first duly sworn, declared that he
is the Vice President of McDuff, Scott & Associates, Inc.

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

Deborah Jones
Notary Public

sent

*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.



DEBORAH JONES
Notary Public, State of Texas
My Commission Expires September 6, 1989

OFFICERS AND DIRECTORS
OF
McDUFF, SCOTT & ASSOCIATES, INC.

Gary L. McDuff	President Director	1120 Pampa Pasadena, Texas 77504
Roger Miles Scott Jr.	Vice President Director	19 Pine Creek Court Houston, Texas 77017
Jewel Wright	Secretary Treasurer Director	10515 Kirkshire Houston, Texas 77089
Mary Tracy Thibodeaux	Assistant Secretary	1540 Christa Lane South Houston, Texas 77587



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

MCDUFF, SCOTT & ASSOCIATES, INC.

were filed in this office and a certificate of
incorporation was issued on
July 25, 1985;

IT IS FURTHER CERTIFIED, that no certificate
of dissolution has been issued, and the corporation
is still in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be im-
pressed hereon the Seal of State at my office in
the City of Austin, this*

25th day of October, A. D. 19 85.

Secretary of State

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