

State of Idaho

Office of the Secretary of State

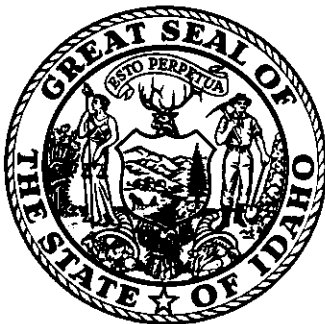
**CERTIFICATE OF AUTHORITY
OF
PRN HOLDINGS (USA), INC.**

File Number C 147779

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: 21 February 2003



Ben Yursa

SECRETARY OF STATE

By *Natalie Terinty*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED 21 PM 1:55

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

STATE OF IDAHO

1. The name of the corporation is:

PRN HOLDINGS (USA), INC.

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

3. It is incorporated under the laws of: DELAWARE

4. Its date of incorporation is: JANUARY 30, 1998

5. The address of its principal office is:

1201 NORTH ORANGE STREET, SUITE 781, WILMINGTON, DE 19801

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

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: February 12, 2003

Signature: _____

Typed Name: ANNMARIE FOWLER

Capacity: ASST. VP & SECRETARY

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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forms\applicants\authority_profit.pm6
Revised 07/2002

IDAHO SECRETARY OF STATE
02/21/2003 05:00
CK: 165959 CT: 74104 BH: 664371
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

Officers/Directors Rider

DIRECTORS

Peter Brooks	810 7 th Ave., New York, NY 10019
Annmarie Fowler	810 7 th Ave., New York NY 10019
Matthew Imbrosciano	810 7 th Ave., New York, NY 10019
Michael A. Russak, Jr.	810 7 th Ave., New York, NY 10019

OFFICERS

Charlie Morin <i>President</i>	810 7 th Ave., New York, NY 10019
Peter Brooks <i>Vice President</i>	810 7 th Ave., New York, NY 10019
Matthew Imbrosciano <i>Vice President-Controller</i>	810 7 th Ave., New York, NY 10019
Scott Mozarsky <i>Vice President-Legal</i>	810 7 th Ave., New York NY 10019
Michael A. Russak, Jr., <i>Vice President-Taxation</i>	810 7 th Ave., New York, NY 10019
Annmarie Fowler <i>Assistant Vice President and Secretary</i>	810 7 th Ave., New York NY 10019

Delaware

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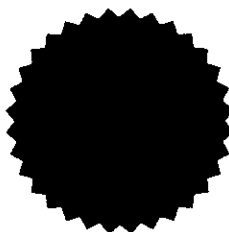
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRN HOLDINGS (USA), 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 TWENTIETH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRN HOLDINGS (USA), INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2853140 8300

AUTHENTICATION: 2265285

030107751

DATE: 02-20-03