

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

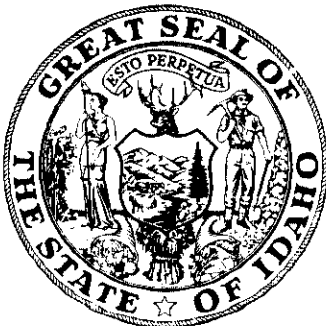
VELVED, INC.

File Number C 128581

I PETE T. CENARRUSA, 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: April 26, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

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

1. The name of the corporation is VELVED, 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 3-08-99
5. The address of its principal office is 1140 CRYSTAL BAY ROAD
POST FALLS, IDAHO 83854
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 1140 CRYSTAL BAY ROAD, POST FALLS, ID
83854, and its registered agent in Idaho at that address is JON LUEDERS
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>JON LUEDERS</u>	<u>PRESIDENT</u>	<u>1140 CRYSTAL BAY RD. PF, ID.</u>
<u>DIANE LUEDERS</u>	<u>SECRETARY</u>	<u>1140 CRYSTAL BAY RD. PF, ID.</u>
<u>JON LUEDERS</u>	<u>DIRECTOR</u>	<u>SAME</u>
<u>DIANE LUEDERS</u>	<u>DIRECTOR</u>	<u>SAME</u>
_____	_____	_____
_____	_____	_____

Dated: 3-17-99VELVED, INC.

(Corporation name)

By Jon Lueders - PresidentIts Diane Lueders - secretary
(specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

04/26/1999 09:00
CK: 1831518 CT: 1285 BH: 218556

1 @ 100.00 = 100.00 AUTH PRO # 2

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VELVED, 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 FIFTEENTH DAY OF APRIL, A.D. 1999.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3012264 8300

991147370

AUTHENTICATION: 9687877

DATE: 04-15-99