

State of Idaho

Office of the Secretary of State

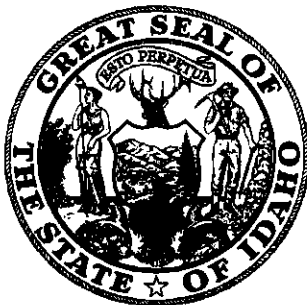
**CERTIFICATE OF AUTHORITY
OF
BRAINSHARE, INC.**

File Number C 135590

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: September 15, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry Davis*



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 Brainshare, Inc.
2. The name which it shall use in Idaho is Brainshare, Inc.
3. It is incorporated under the laws of California
4. Its date of incorporation is 9/29/1998
5. The address of its principal office is 1849 Willow Pass Rd.
Suite 204 Concord, CA 94520
6. The address to which correspondence should be addressed, if different from item 5, is 410 E. Sherman Ave., Suite 315 Coeur d'Alene, ID 83814
7. The street address of its registered office in Idaho is 410 E. Sherman Ave, Ste. 315
Coeur d'Alene, ID and its registered agent in Idaho at that address is Steven M. Olvera
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
Ross w. Jones	President Concord, CA	1849 Willow Pass Rd.
Sara J. Jones	Secretary Concord, CA	1849 Willow Pass Rd.
Steven M. Olvera	Chief Financial Officer Coeur d'Alene, ID	410 E. Sherman Ave., Ste. 315

Dated: 8/14/2000

Brainshare, Inc.
(Corporation name)

By Steven M. Olvera *[Signature]*

Its Chief Financial Officer
(specify capacity of signer)

Customer Acct # :

(If using pre-printed form)

IDAHO SECRETARY OF STATE
Secretary of State use only
09/15/2000 09:00
CK: 1026 CT: 136039 BN: 340592
1 @ 100.00 = 100.00 AUTH PRO # 2

C135590

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 29th day of September, 1998,
BRAINSHARE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of
August 31, 2000



Bill Jones
nc

Secretary of State