

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

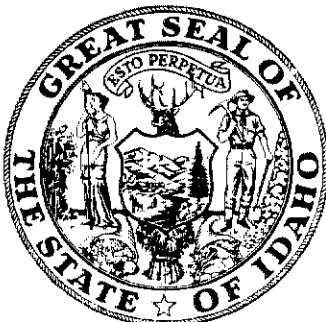
MGD PORTFOLIOS/MANAGEMENT COMMUNICATIONS INC.

File number C 120377

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MGD PORTFOLIOS/MANAGEMENT COMMUNICATIONS 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 MGD PORTFOLIOS/MANAGEMENT COMMUNICATIONS INC. to transact business in this State under the name MGD PORTFOLIOS/MANAGEMENT COMMUNICATIONS INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 31, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. Dumont

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:

The name of the corporation is MGD Portfolios/Management Communications Inc.

2. The name which it shall use in Idaho is MGD Portfolios/Management Communications Inc.

3. It is incorporated under the laws of Indiana

4. Its date of incorporation is June 6, 1984

5. The address of its principal office is 8480 W. Pool, Boise, ID 83703

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 8480 W. Pool, Boise, ID 83703

_____, and its registered agent in Idaho at that address is Gayle Stauffer

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

Name	Office	Address
<u>Gayle Stauffer</u>	<u>President</u>	<u>8480 W. Pool, Boise, ID 83703</u>
<u>Michael Davis</u>	<u>Secretary</u>	<u>188 W. Randolph, Suite 415, Chgo.</u>
<u>Randall Stauffer</u>	<u>Treasurer</u>	<u>8480 W. Pool, Boise, ID 83703</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: July 9, 1997

MGD Portfolios/Mgmt. Communications, Inc.

(Corporation name)

By

Gayle Stauffer

Its

President

(specify capacity of signer)

Customer Acct #

IDAHO SECRETARY OF STATE

(if using pre-paid account)

CK: 331 CT: 84139 BH: 20068

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STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

97 JUL 31 PM 2:01

CERTIFICATE OF EXISTENCE

SECRETARY OF STATE
STATE OF INDIANA

To Whom These Presents Come, Greeting:

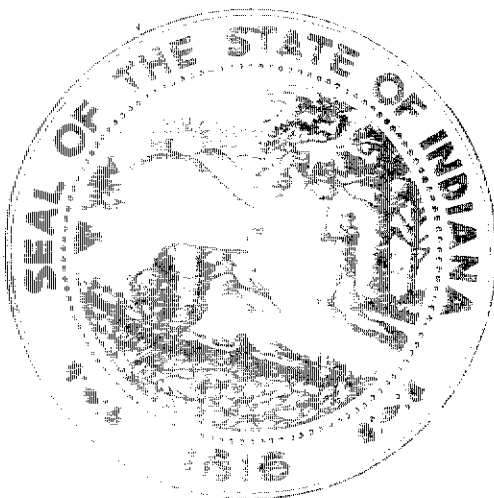
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

MGD PORTFOLIOS/MANAGEMENT COMMUNICATIONS INC

filed Articles of Incorporation on June 06, 1984, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-third day of July, 1997.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

A stylized, handwritten signature in dark ink, likely belonging to the Deputy Secretary of State.

Deputy