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State of Idaho

Department of State

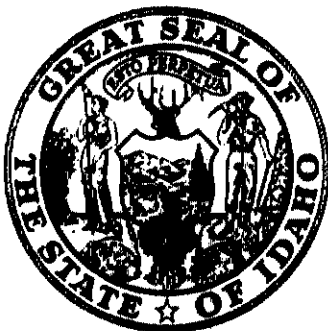
CERTIFICATE OF AUTHORITY OF

RESURGENS ACQUISITION CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of RESURGENS ACQUISITION CORP. 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 RESURGENS ACQUISITION CORP. to transact business in this State under the name RESURGENS ACQUISITION CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 31, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Devries

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

RECEIVED
10 18 AM '91
SECRETARY OF STATE

1. The name of the corporation is RESURGENS ACQUISITION CORP.

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

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is July 31, 1991 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

Suite 200, 2829 Townsgate Rd., Westlake Village, CA 91361

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

N/A

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:

To engage in any lawful act or activity for which corporations may be formed under the laws of this state.

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

Name	Office	Address
See Attached Rider		

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 1/30/92

RESURGENS ACQUISITION CORP.

(Corporation Name)

By John D. Phillips, Its President ~~Vice President~~ ~~Secretary~~ ~~Treasurer~~
and H. Hobart Corwin, Its Secretary ~~Assistant Secretary~~ ~~Treasurer~~

STATE OF GEORGIA)

COUNTY OF FULTON) ss:

I, Virginia S. Cook, a notary public, do hereby certify that on this 30 day of JANUARY, 19 92, personally appeared before me John D. Phillips, who being by me first duly sworn, declared that (s)he is the President of RESURGENS ACQUISITION CORP.

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

Virginia S. Cook

Notary Public, Fulton County, Georgia
My Commission Expires January 21, 1996

RIDER OF
RESURGENS ACQUISITION CORP.

OFFICERS AND DIRECTORS

OFFICERS

<u>NAME/TITLE</u>	<u>ADDRESS</u>
John D. Phillips, President	Suite 2210, 945 East Paces Ferry Rd. Atlanta, GA 30326
H. Hobart Corwin, Secretary & CFO	Suite 2210, 945 East Paces Ferry Rd. Atlanta, GA 30326
George J. Vasilakos, Vice President	Suite 200, 2829 Townsgate Rd. Westlake Village, CA 91361

DIRECTORS

Michael P. Marshall	Suite 2210, 945 East Paces Ferry Rd. Atlanta, GA 30326
John D. Phillips	Suite 2210, 945 East Paces Ferry Rd. Atlanta, GA 30326
Carl E. Sanders	Suite 2210, 945 East Paces Ferry Rd. Atlanta, GA 30326

ALL TOOK OFFICE ON OCTOBER 17, 1991

State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 31st day of July, 19 91,

RESURGENS ACQUISITION CORP.

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

29th day of January, 1992

March Fong Eu

Secretary of State