

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

10-UP, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of 10-UP, 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 10-UP, INC.

to transact business in this State under the name 10-UP, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated October 3, 19 79



Robt. C. Anderson

SECRETARY OF STATE

Corporation Clerk

FILED
10-3-79
2:00 pm

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is 10-UP, INC.
2. *The name which it shall use in Idaho is 10-UP, INC.
3. It is incorporated under the laws of Texas
4. The date of its incorporation is December 1, 1978 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 6202 Spencer Highway, #19, Pasadena, Texas 77505
6. The address of its proposed registered office in Idaho is P.O. Box 878, Sandpoint, Idaho 83864, and the name of its proposed registered agent in Idaho at that address is Peggy M. Fuller
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>John Barne Jones</u>	<u></u>	<u>P.O. Box 878</u> <u>Sandpoint, Idaho 83864</u>
<u>Peggy M. Fuller</u>	<u>P</u>	<u>P.O. Box 878</u> <u>Sandpoint, Idaho 83864</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000,000</u>	<u>one</u>	<u>\$1.00</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5100 John Barne Jones	one	
4900 Peggy M. Fuller	one	

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September, 19 79.

By John Barne Jones
Its _____ President
and Peggy M. Fuller
Its _____ Secretary

STATE OF IDAHO)
COUNTY OF BONNER) ss:

I, Delores J. Sommerfeld, a notary public, do hereby certify that on this 21st day of September, 19 79, personally appeared before me John Barne Jones & Peggy M. Fuller, who being by me first duly sworn, declared that he is the President & Secretary of 10-UP, INC.

that he signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.

Delores J. Sommerfeld
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

10-UP, INC.

Articles of Incorporation

December 1, 1978



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

29th day of August, A. D. 19 79.

GW Strake Jr.
Secretary of State

DEC 1 1978

ARTICLES OF INCORPORATION

OF

10-UP, INC.

Patrick Bruce
Attorney, Corporation Division

I, the undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as Incorporator of a Corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is 10-UP, INC.

ARTICLE II

The duration is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is ONE MILLION SHARES of the par value of \$1.00 each, consisting of one class only.

ARTICLE V.

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of ONE THOUSAND DOLLARS (\$1,000.00) consisting of money, labor done, or property actually received, which sum is not less than ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI.

The street address of its initial registered office is 6202 Spencer Highway, #19, Pasadena, Harris County, Texas 77505. The name of its initial registered agent at such address is PEGGY M. FULLER.

ARTICLE VII.

The number of Directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

JOHN BARNES JONES
6202 Spencer Highway, #19
Pasadena, Harris County, Texas 77505

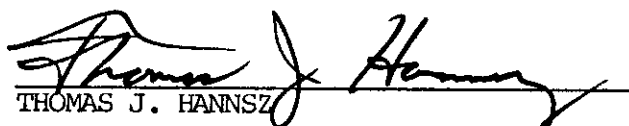
PEGGY M. FULLER
6202 Spencer Highway, #19
Pasadena, Harris County, Texas 77505

NORMAN ALEX TUCKWELL
6202 Spencer Highway, #19
Pasadena, Harris County, Texas 77505

The name and address of the Incorporator is:

THOMAS J. HANNSZ
7151 Office City Drive, Suite 104
Houston, Texas 77087

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of
November, 1978.

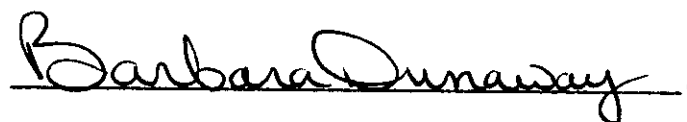

THOMAS J. HANNSZ

THE STATE OF TEXAS I

COUNTY OF HARRIS I

I, BARBARA DUNAWAY, a Notary Public, do hereby certify that on the
day of November 29, 1978, personally appeared before me THOMAS
J. HANNSZ, who, being by me duly sworn, declared that he is the person who signed the
foregoing document as Incorporator and that the statements therein contained are
true.

SUBSCRIBED AND SWORN TO BEFORE ME, this 29th day of November,
1978.


Notary Public in and for Harris County,
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