

# State of Idaho

Office of the Secretary of State

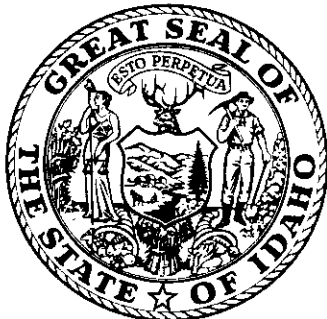
**CERTIFICATE OF AUTHORITY  
OF  
ASSOCIATED/ACC INTERNATIONAL LTD.**

File Number C 154503

I, BEN YSURSA, 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: 5 May 2004



*Ben Yursa*

SECRETARY OF STATE

By

*Sally Lloyd*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit) (Instructions on Back of Application)

04 MAY -5 AM 11:15

SECRETARY OF STATE STATE OF IDAHO

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

1. The name of the corporation is:

Associated/ACC International Ltd.

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

3. It is incorporated under the laws of: New York

4. Its date of incorporation is: 10/13/27

5. The address of its principal office is:

19 West 21st Street, New York, NY 10010

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: 1401 Shoreline Drive, Suite 202 Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name	Office	Address
Please see attached rider.		

Dated: 4/29/04

Signature: [Handwritten Signature]

Typed Name: Richard Goodman

Capacity: President

Customer Acct #: (If using pre-paid account)

Secretary of State use only

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IDAHO SECRETARY OF STATE 05/05/2004 05:00 CK: 52028 CT: 47921 BH: 743278 1 @ 100.00 = 100.00 AUTH PRO # 2 1 @ 20.00 = 20.00 EXPEDITE C # 3

C 154503

**ASSOCIATED/ACC INTERNATIONAL LTD. OFFICERS & DIRECTORS RIDER**

**Officers**

<b>Name</b>	<b>Title</b>	<b>Business Address</b>
Richard Goodman	President/Treasurer	19 W. 21 <sup>st</sup> Street, New York, NY 10010
Angelo Mascelli	Secretary	19 W. 21 <sup>st</sup> Street, New York, NY 10010
Franklin Rosenberg	Chairman	19 W. 21 <sup>st</sup> Street, New York, NY 10010

**Directors**

<b>Name</b>	<b>Term Expires</b>	<b>Business Address</b>
Richard Goodman	November 25, 2004	19 W. 21 <sup>st</sup> Street, New York, NY 10010
Franklin Rosenberg	November 25, 2004	19 W. 21 <sup>st</sup> Street, New York, NY 10010

**State of New York } ss:  
Department of State**

*I hereby certify, that the Certificate of Incorporation of ASSOCIATED/ACC INTERNATIONAL LTD. was filed on 10/13/1927, under the name of ASSOCIATED CARPET CORPORATION, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.*

*A Certificate of Amendment ASSOCIATED CARPET CORPORATION, changing its name to ASSOCIATED/ACC INTERNATIONAL LTD., was filed 08/13/1997.*

*The Biennial Statement is past due.*



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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 03rd day of May  
two thousand and four.*

A handwritten signature in black ink, appearing to read "R. A. DeSantis", is written over a horizontal line.

*Secretary of State*