

93956

# State of Idaho

## Department of State

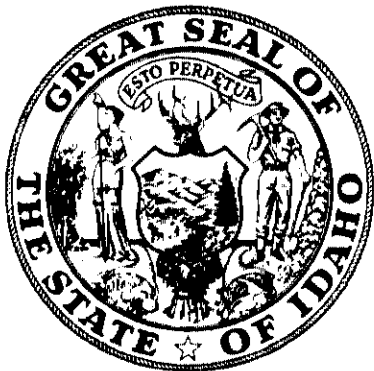
### AMENDED CERTIFICATE OF AUTHORITY OF

MCG ACQUISITION CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MCG ACQUISITION CORP. for an Amended 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 Amended Certificate of Authority to MANAGEMENT COMPENSATION GROUP, NORTHWEST, INC. to transact business in this State under the name MANAGEMENT COMPENSATION GROUP, NORTHWEST, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated May 1, 19 91



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on ~~September 13~~ 19 90, authorizing it to transact business in the State of Idaho under the name of MCG Acquisition Corp.

2. Its corporate name has been changed to Management Compensation Group, Northwest, Inc.  
(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is Management Compensation Group, Northwest, Inc.

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:  
No Change  
(Note: If no additional purposes are proposed, insert "No change.")

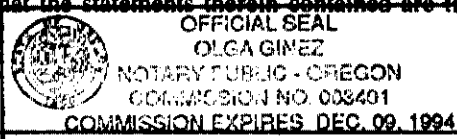
Dated 2/11/91

(Corporation Name)  
By Ed Hall  
Its President/Vice President (please specify)  
and Shane M. Pickett  
Its Secretary/Assistant Secretary (please specify)

STATE OF Oregon )  
COUNTY OF Multnomah ) ss:

I, Olga Ginez, a notary public, do hereby certify that on this 11th day of February, 19 91, personally appeared before me Edward R. Hall, who being by me first duly sworn, declared that (s)he is the President of Management Compensation Group, Northwest, Inc.

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



Olga Ginez  
Notary Public



## Office of the Secretary of State Corporation Division

I, **Janet Sullivan**, *Director of the Corporation Division*,

*DO HEREBY CERTIFY:*

MCG ACQUISITION CORP. was incorporated under the Oregon Business Corporation Act on November 07, 1990. Articles of Merger were filed on December 20, 1990 merging GMCC ACQUISITION CORP., (a corporation of Delaware) with MCG ACQUISITION CORP. (as the surviving corporation) changing its name to MANAGEMENT COMPENSATION GROUP, NORTHWEST, INC. I further certify that MANAGEMENT COMPENSATION GROUP, NORTHWEST, INC. is an existing corporation on the records of the Corporation Division as of the date of this certificate.

**Janet Sullivan**

*Director*

By

Date

*Amelia Lewis*  
*February 5, 1991*