

State of Idaho

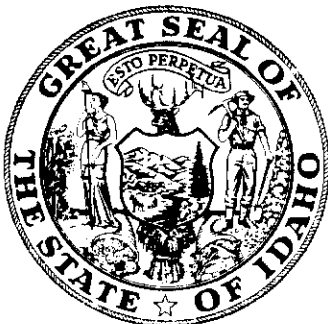
Department of State

CERTIFICATE OF AUTHORITY
OF
U.S. BANCORP INVESTMENTS, INC.
File Number **C 122487**

I PETE T. CENARRUSA, 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: January 22, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Att*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

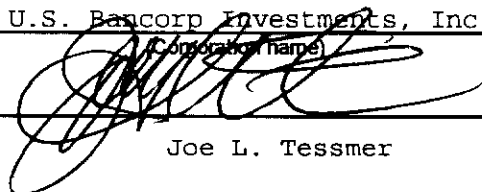
To the Secretary of State of Idaho

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

1. The name of the corporation is U.S. Bancorp Investments, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Minnesota
4. Its date of incorporation is 10/30/97
5. The address of its principal office is 100 South Fifth Street, Minneapolis, Minnesota 55402
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: December 24, 1997

U.S. Bancorp Investments, Inc.
(Corporation name)
By 
Joe L. Tessmer
Its _____ President
(specify capacity of signer)

Customer Acct #: _____
IDAHO SECRETARY OF STATE
(If using pre-paid account)
CK: 130015007 CT: 22105 BH: 75100
1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 EXPEDITE C

C 122487

U.S. BANCORP INVESTMENTS, INC.

DIRECTORS AND PRINCIPAL OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
John M. Murphy, Jr.	Director and Chairman	601 Second Avenue South Minneapolis, MN 55402
Larry S. Crawford	Director	601 Second Avenue South Minneapolis, MN 55402
R. Todd Firebaugh	Director and Vice President	601 Second Avenue South Minneapolis, MN 55402
Kent C. Larson	Director	601 Second Avenue South Minneapolis, MN 55402
Charles R. Lowry	Director, Senior Vice President and Director of Compliance	1420 Fifth Avenue Seattle, WA 98101
Jack V. Morreale, Jr.	Director and Senior Vice President	180 East 5th Street St. Paul, MN 55101
Joseph H. M. Roddy	Director, Senior Vice President and Managing Director	950 17th Street Denver, CO 80202
Joe L. Tessmer	Director, President and Senior Managing Director	100 South 5th Street Minneapolis, MN 55402
Wayne R. Wilson	Director, Chief Operating Officer and Senior Managing Director	111 S.W. Fifth Avenue Portland, OR 97204
Christopher E. Aguiar	Senior Vice President	980 Ninth Street, Suite 1106 Sacramento, CA 95814
Bert D. Browen	Senior Vice President	101 S. Capitol Blvd., Suite 408 Boise, ID 83733
Mark W. Dean	Senior Vice President	1420 Fifth Avenue Seattle, WA 98101
James T. Farmer	Senior Vice President	1420 Fifth Avenue, 6th Floor Seattle, WA 98101
Patrick C. Gray	Senior Vice President	100 South 5th Street Minneapolis, MN 55402
Michael G. Harlander	Senior Vice President	100 South 5th Street Minneapolis, MN 55402

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Scott D. Keene	Senior Vice President	233 South 13th St., Suite 1024 Lincoln, NE 68508
Carol J. Kemnitz	Senior Vice President	111 SW 5th Avenue Portland, OR 97204
Mark Alan Lantz	Senior Vice President	9711 SW Landau Place Tigard, OR 97223
David T. Mullen	Senior Vice President	100 South 5th Street Minneapolis, MN 55402
Paul F. Oldshue	Senior Vice President	111 SW 5th Avenue, Suite 1450 Portland, OR 97204
Anthony J. Wise	Senior Vice President	1420 Fifth Avenue, 6th Floor Seattle, WA 98101
Paul G. Williams	Vice President and Controller	100 South 5th Street Minneapolis, MN 55402
James L. Chosy	Secretary	601 Second Avenue South Minneapolis, MN 55402

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

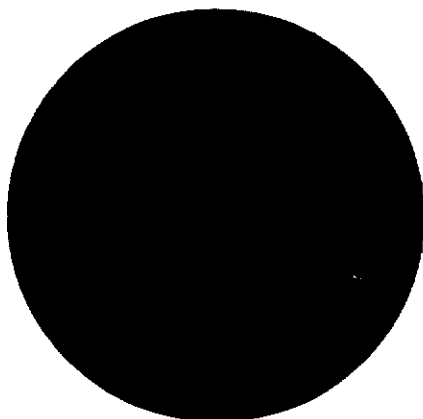
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: U.S. Bancorp Investments, Inc.

Date Formed: 10/30/1997

Chapter Governed By: 302A

This certificate has been issued on 01/20/98.



Joan Anderson Grove
Secretary of State.