

State of Idaho

Department of State

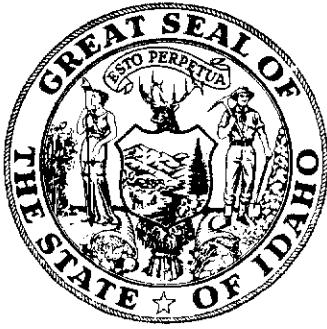
CERTIFICATE OF AUTHORITY OF

PHOENIX GROUP ONE, INC.
File number C 119986

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

Dated: June 25, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Natalie Lamb

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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SECRETARY OF STATE
STATE OF IDAHO

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 Phoenix Group One, Inc.

2 The name which it shall use in Idaho is Phoenix Group One, Inc.

(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 Delaware

4. The date of its incorporation is May 9, 1997 and the period of its duration, if other than perpetual, is n/a

5. The address of its principal office in the state or country under the laws of which it is incorporated is
1313 N. Market Street Wilmington, DE. 19801-1151

6. The address to which correspondence should be addressed, if different than item 5, is
123 2nd Blvd. Nampa, ID 83651

7. The street address of its proposed registered office in Idaho is 123 Ord Blvd. Nampa, ID. 83651, and the name of its proposed registered agent in Idaho at that address is Harvey C. LoCoco.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Produce Brokerage

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only ~~1000~~

ILLINOIS SECRETARY OF STATE

DATED 08/25/1997

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CHICAGO STATE

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

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 5/31/97

Phoenix Group One, Inc.

(Corporation name)

By Harvey C. LoCoco, Pres.

Its President/Vice President/please enter:

and Adele LoCoco, Sec.

Its Secretary/Assistant Secretary (please specify)

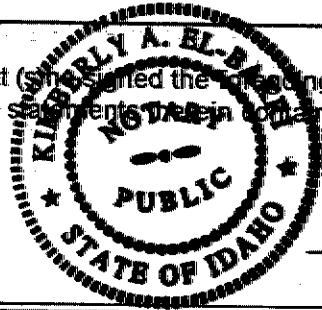
STATE OF Idaho)

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COUNTY OF Arb.)

1. Kimberly A. El-Badawi, a notary public, do hereby certify that on this 2 day of June, 19 97, personally appeared before me Harvey C. Lolocono / Adele Lolocono, who being by me first duly sworn, declared that (s)he is the PRESIDENT + SECRETARY of Pitconip Glazings, Inc.

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



Kimberly A. El-Bokkii
Notary Public

Notary Public

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHOENIX GROUP ONE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JUNE, A.D. 1997.



A handwritten signature in black ink that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8507996
06-12-97

DATE: