



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

THE BURKE COMPANY

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

Dated November 30, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 90-1-110, 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:

90 NOV 30 9 51 AM '59
1. The name of the corporation is THE BURKE COMPANY

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

(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 California

4. The date of its incorporation is November 23, 1959 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 2655 Campus Drive, San Mateo, CA 94402

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which corporations may be organized.

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

Name	Office	Address
SEE ATTACHED RIDER		

RECEIVED
TO BE FILED IN THE OFFICE OF THE SECRETARY OF STATE
IDAHO
NOV 30 1959
(continued on reverse)

ATTACHMENT A

8. The names and addresses of its officers and directors are, respectively:

<u>Name</u>	<u>Address</u>	<u>Title</u>
L. Barry Thomson	4800 Dufferin Street Downsview, Ontario CANADA M3H 5S8	President, Chief Executive Officer, Director
Thomas A. Bond	4800 Dufferin Street Downsview, Ontario CANADA M3H 5S8	Secretary and Chief Financial Officer
Robert J. Boyd	2655 Campus Drive San Mateo, CA 94402	Executive Vice President and Director
James A. Gould	2655 Campus Drive San Mateo, CA 94402	Vice President and Controller
Michael D. Dooley	2655 Campus Drive San Mateo, CA 94402	Assistant Secretary
Elvio L. DelZotto	4800 Dufferin Street Downsview, Ontario CANADA M3H 5S8	Director

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State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the _____ 23rd _____ day of _____ November _____, 19 59 _____,

THE BURKE COMPANY

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

*IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
27th day of November, 1990*

March Fong Eu

Secretary of State

