

State of Idaho

Department of State

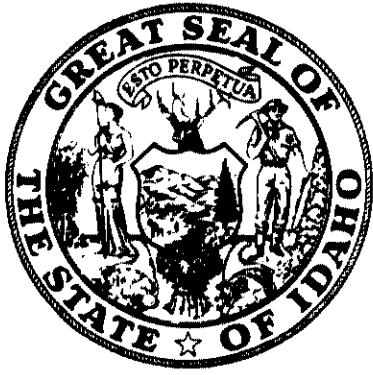
CERTIFICATE OF AUTHORITY OF

BAIRD CONSULTING, INC.

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

Dated October 24, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth W. Zabala
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for Authority to transact business in your State, and for that purpose submits the following

DEC 24 10 05 AM 1990
SECRETARY OF STATE

1. The name of the corporation is Baird Consulting, Inc.

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 Delaware

4. The date of its incorporation is July 26, 1990 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 c/o The Corporation Trust Company, 1209 Orange St., Wilmington, DEL 19801

6. The address to which correspondence should be addressed, if different from that in item 5. c/o AEA Investors, Inc., 65 E. 55th St., New York, N.Y. 10022

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:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

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

Name	Office	Address
Charles F. Baird	President	c/o AEA Investors, Inc. 65 E. 55th St., New York, N.Y. 10022
_____	Secretary	_____
_____	Director	_____
_____		_____
_____		_____
_____		_____

(continued on reverse)

Name

Office

Address

DEC 11 20 01 13 1980
 STATE

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

Dated: October 19, 1990

Baird Consulting, Inc.

(Corporation Name)

By

Charles F. Baird
 Its President / ~~Its Secretary~~ (please specify)

Charles F. Baird

and

Charles F. Baird
 Its Secretary / ~~Assistant Secretary~~ (please specify)

Charles F. Baird

STATE OF New York)

COUNTY OF New York)

) ss:

I, Margaret S. Tillett

, a notary public, do hereby certify that on this 19th day of October, 1990, personally appeared before

me Charles F. Baird, who being by me first duly sworn, declared that (s)he

is the President and Secretary of Baird Consulting, Inc.

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

MARGARET S. TILLETT
 Notary Public, State of New York
 No. 03-4883694
 Qualified in Brown County
 Certificate filed in New York County
 Commission Expires February 8, 1991

Margaret S. Tillett
 Notary Public

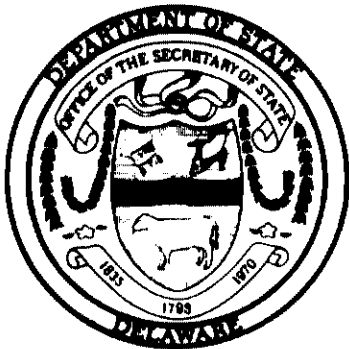
Oct 24 10 05 AM '90
SECRETARY OF STATE



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY BAIRD CONSULTING, 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 DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12829872

DATE: 10/22/1990