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Department of State.

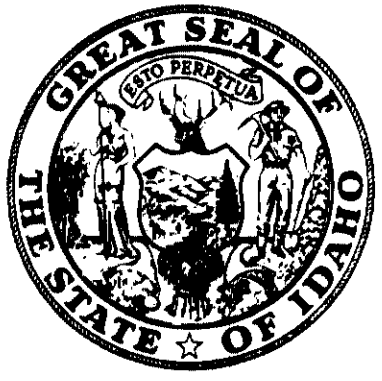
**CERTIFICATE OF AUTHORITY
OF**

IMSAMET OF IDAHO, INC.

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

Dated **December 27, 1990**



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

DEC 17 1 59 PM '90
SECRETARY OF STATE

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 Imamet of Idaho, 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 November 21, 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 1209 Orange Street, Wilmington, Delaware

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 CT 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 in Delaware.

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

Name	Office	Address
<u>See Schedule A attached hereto</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

SCHEDULE A

Insamet of Idaho, Inc.
Officers & Directors

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
James Daley	President	505 East Plaza Circle Litchfield Park, AZ 85340
Louis A. Guzzetti, Jr.	Vice President and Director	5 High Ridge Park Stamford, CT 06904
George E. Fuehrer	Vice President	5 High Ridge Park Stamford, CT 06904
James H. Cornell	Vice President, Secretary and Director	5 High Ridge Park Stamford, CT 06904
James C. Hull	Vice President, Treasurer and Director	5 High Ridge Park Stamford, CT 06904
Aarne Anderson	Vice President	5 High Ridge Park Stamford, CT 06904
Paul Minders	Vice President - Finance	505 East Plaza Circle Litchfield Park, AZ 85340
Joseph Wojciechowski	Vice President - Operations	505 East Plaza Circle Litchfield Park, AZ 85340
Christina E. Huben	Assistant Secretary	5 High Ridge Park Stamford, CT 06904
Trisha A. Mayhew	Assistant Secretary	5 High Ridge Park Stamford, CT 06904
Richard Goldman	Assistant Secretary	299 Park Avenue New York, NY 10171
William B. Davis	Assistant Treasurer	5 High Ridge Park Stamford, CT 06904

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State of Delaware



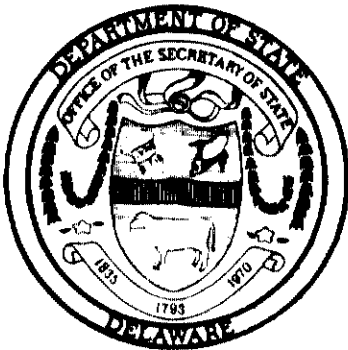
DEC 13 1990
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF THE "IMSAMET OF IDAHO, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



720355033

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12898322

DATE: 12/21/1990

State of Delaware



Office of Secretary of State

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

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720355033


Michael Harkins, Secretary of State

AUTHENTICATION: 12898322

DATE: 12/21/1990

DEC 27 1 39 PM '90
SECRETARY OF STATE

December 27, 1990

Secretary of State
Statehouse
Boise, Idaho 83720

Attention: Sally Clark

Re: Imsamet of Idaho, Inc.

Dear Sally:

This letter shall constitute the consent and authorization by the undersigned Imsamet, Inc., an Arizona corporation, for Imsamet of Idaho, Inc., a Delaware corporation, to use "Imsamet" in its corporate name and to use such name in its operations in the State of Idaho.

IMSAMET, INC., an Arizona
corporation

By: 

Its: Vice President