



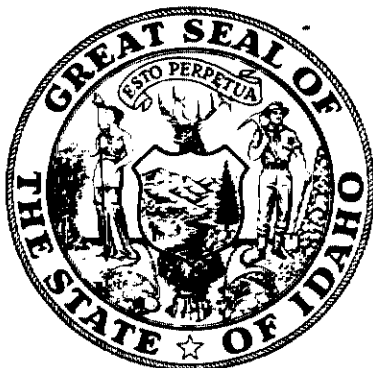
CERTIFICATE OF AUTHORITY
OF

MWC, INC.

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

Dated **June 07, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Spalding

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 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 MWC, 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 May 6, 1988 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, DE 19801

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

81 Blue Ravine Road, Folsom, CA 95630

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:
Wholesale distribution of pharmaceuticals, beauty aids and laboratory supplies.

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

Name	Office	Address
See attached list		

(continued on reverse)

Name

Office

Address

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: May 25, 1989



MWC, Inc.

(Corporation Name)

By

Alan Anselmi

Its President / Vice President (please specify)

and

Michael C. Baca

Its Secretary / Assistant Secretary (please specify)

STATE OF California

COUNTY OF Sacramento

I, Susan L. Kinder

, a notary public, do hereby certify that on

this 25th day of May, 19 89, personally appeared before

me Alan Anselmi and Michael Baca, who being by me first duly sworn, declared that ^{they} ~~(s)he~~

are ~~is~~ the Vice Pres. & Asst. Sec. of MWC, Inc.

they
that ~~(s)he~~ signed the foregoing document as Vice Pres. & Asst. Sec. of the corporation and that the statements therein contained are true.

Susan L. Kinder
Notary Public

MWC, INC.

OFFICERS AND DIRECTORS

<u>Name and Address</u>	<u>Position</u>
Melburn G. Whitmire c/o. MWC, Inc. 81 Blue Ravine Road Folsom, CA 95630	President Chief Executive Officer Director
Gary E. Close c/o MWC, Inc. 81 Blue Ravine Road Folsom, CA 95630	Chief Financial Officer Secretary Treasurer Director
Michael C. Mobley c/o MWC, Inc. 81 Blue Ravine Road Folsom, CA 95630	Vice President
Steven J. Divine c/o MWC, Inc. 81 Blue Ravine Road Folsom, CA 95630	Vice President
Alan R. Anselmi c/o MWC, Inc. 81 Blue Ravine Road Folsom, CA 95630	Vice President Assistant Treasurer
Patricia A. Kane c/o MWC, Inc. 81 Blue Ravine Road Folsom, CA 95630	Vice President
Frank L. Greene c/o MWC, Inc. 81 Blue Ravine Road Folsom, C 95630	Vice President
Richard L. Porter c/o MWC, Inc. 81 Blue Ravine Road Folsom, CA 95630	Vice President
James E. Clare c/o MWC, Inc. 180 Blue Ravine Road Suite B-2 Folsom, CA 95630	Vice President

Douglas A. McElvain
c/o MWC, Inc.
81 Blue Ravine Road
Folsom, CA 95630

Assistant Secretary

Ferdie G. Pingol
c/o MWC, Inc.
4462 Airport Drive
Suite B
Ontario, CA 91761

Assistant Secretary

Jessie Cabatingan
c/o MWC, Inc.
1000 S. Main
Suite 130
Grapevine, TX 76051

Assistant Secretary

Dan Kirkham
c/o MWC, Inc.
180 Blue Ravine Road
Suite B2
Folsom, CA 95630

Assistant Secretary

Peggy LeMasters
c/o MWC, Inc.
81 Blue Ravine Road
Folsom, CA 95630

Assistant Secretary

Michael G. Baca
c/o MWC, Inc.
81 Blue Ravine Road
Folsom, CA 95630

Assistant Secretary

Bruce W. Duncan
c/o JNB Realty Corporation
900 Michigan Ave.
Chicago, IL 60611-575

Director

Barry S. Sternlicht
c/o JNB Realty Corporation
900 Michigan Ave.
Chicago, IL 60611-575

Director



JUN 7 8 52 AM '89
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE, OF
DELAWARE DO HEREBY CERTIFY MWC, 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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A handwritten signature of Michael Harkins.
Michael Harkins, Secretary of State

AUTHENTICATION: 12199474

DATE: 06/01/1989