



APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

FILED EFFECTIVE

2003 MAY -1 AM 9:10

CLERK OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

HEMINGWAY, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is organized is: DELAWARE
and the date of its formation was: MARCH 18, 2003

4. The name and address of the registered agent in Idaho is:

CORPORATION SERVICE COMPANY, 1401 SHORELINE DR STE 2 BOISE ID 02

5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

2711 Centerville Road, Suite 400 Wilmington, DE

6. The address of the limited liability company's principal office, if other than the address in #5 above, is:

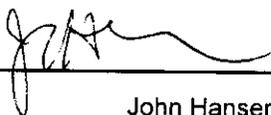
451 Jackson Street, San Francisco, CA 94111

7. The address to which correspondence should be addressed is:

451 Jackson Street

San Francisco, CA 94111

8. Signature of a manager, if any, or a member if there are no managers.

Signature 

Typed Name John Hansen

Manager Member

Secretary of State use only

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Revised 09/2002

IDAHO SECRETARY OF STATE
05/01/2003 05:00
CK: 1429 CT: 169622 BH: 677922
1 @ 100.00 = 100.00 REGFORGLLC # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

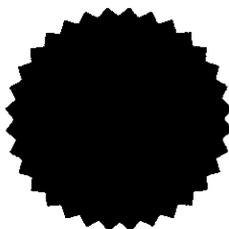
W 23979

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEMINGWAY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3637511 8300

AUTHENTICATION: 2327435

030194611

DATE: 03-24-03