

State of Idaho

Department of State

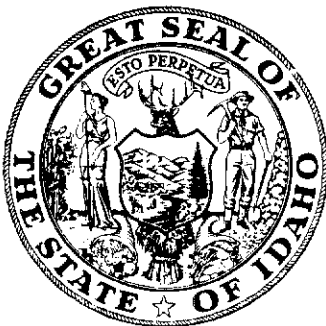
CERTIFICATE OF AUTHORITY OF

TRUE NORTH, INC.
DBA TN3
File Number C 119613

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TRUE NORTH, INC. for a Certificate of Authority to transact business in this State, duly executed 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 TRUE NORTH, INC. to transact business in this State under the name TN3 and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 23, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is TRUE NORTH, INC., a Colorado corporation
2. The name which it shall use in Idaho is TN3
3. It is incorporated under the laws of the State of Colorado
4. Its date of incorporation is 4/29/91 and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 E. Meadow Dr., Vail, Colorado 81657
6. The address to which correspondence should be addressed, if different than item 5, is _____
Post Office Box 6275, Ketchum, Idaho 83340-6275
7. The street address of its registered office in Idaho is 191 Fifth Street West, Third Floor Ketchum, Idaho, and its registered agent in Idaho at that address is John A. Seiller, Atty.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
any and all lawful purposes
9. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|------------------------------|-----------------------------|---|
| <u>Judith Patricia Ryan</u> | <u>Director & Pres.</u> | <u>100 E. Meadow Dr.</u> <u>Vail, Colorado 81657</u> <i>JS</i> |
| <u>Edwin John Ryan</u> | <u>Director & V.P.</u> | <u>100 E. Meadow Dr.</u> <u>Vail, Colorado 81657</u> <i>JS</i> |
| <u>H. Tedford G. Andrews</u> | <u>Sec. & Treas.</u> | <u>100 E. Meadow Dr.</u> <u>Vail, Colorado 81657</u> <i>JS</i> |

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: May 9, 1997

TN3, wholly owned by True North, Inc.,
a Colorado corporation

(Corporation name)

By Judith Patricia Ryan

its President, Vice President, Secretary or Assistant Secretary
(please specify)

Revised 7/96
g:\corpform\ACA.pmf

Secretary of State use ONLY SECRETARY OF STATE

DATE 05/23/1997

0900 95792 2

CK #: 1402 CUST# 50696

AUTH PRD 1@ 100.00= 100.00

EXPEDITE C 1@ 20.00= 20.00

#: C



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

97 MAY 23 PM 2:16
SECRETARY OF STATE
STATE OF IDAHO

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

TRUE NORTH, INC.
(COLORADO CORPORATION)

FILE # 19911030094 WAS FILED IN THIS OFFICE ON April 29, 1991
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: May 05, 1997

Victoria Buckley

SECRETARY OF STATE

UNANIMOUS CONSENT TO ACTION BY SHAREHOLDERS

AND DIRECTORS OF TRUE NORTH, INC.

97 MAY 23 PM 2:16

SECRETARY OF STATE
STATE OF IDAHO

As certified by the Secretary of the corporation, the Shareholders and Directors of TRUE NORTH, INC., a Colorado corporation, do hereby unanimously approve, consent to and ratify the following actions and decisions of the corporation in lieu of a special meeting:

1. BE IT RESOLVED that the corporation is expanding its existing business, which is the retail sale of women's clothing and furnishings to a third location in Ketchum, Idaho. This is due to Ketchum's ski resort location, which is consistent with the type of lines carried and the locations of the corporation's other retail outlets.

2. BE IT FURTHER RESOLVED that as a result of the decision to expand to Ketchum, Idaho, the corporation has entered into a lease of real property for retail space in the 511 Building, which is located at Suite 201, 511 Leadville Avenue North in Ketchum, Idaho, which is suitable for the corporation's needs.

3. BE IT FURTHER RESOLVED that since the corporation desires to conduct this business in Idaho, it is required by law to qualify to do business in Idaho by registering as a foreign corporation and receiving a Certificate of Authority from the Secretary of the State of Idaho, and therefore, has directed its President, Judith Ryan to take all steps necessary to accomplish this. In pursuit of such end, Ms. Ryan has hired John A. Seiller, licensed attorney at law in Idaho, who will prepare the necessary documents to gain such authority.

4. BE IT FURTHER RESOLVED that the corporation has been forced by Idaho law to register under a fictitious name and has chosen TN3. This is an abbreviation for the corporation's third retail outlet. The corporate name TRUE NORTH, INC. is already being used by an existing Idaho corporation completely unrelated to this corporation. The Idaho

corporation performs surveying work in north Idaho. There is goodwill associated with the corporate name True North through the Colorado corporation's other retail outlets. As a result, the corporation would like to use that name in association with the Ketchum, Idaho retail outlet, including, but not limited to using such name on the signage and advertising. Therefore, we hereby direct Ms. Ryan to take all steps necessary for the fictitiously named entity TN3 to file with the Secretary of the State of Idaho for an Assumed Business Name to do business as and use the name True North.

DATED this 14th day of May, 1997.

**TRUE NORTH, INC.,
a Colorado corporation**


By: Judith Patricia Ryan
Its: Director, President and Shareholder


By: Edwin John Ryan
Its: Director, Vice President and Shareholder


By: H. Tedford G. Andrews
Its: Secretary/Treasurer

UNANIMOUS CONSENT - 2