

State of Idaho

Office of the Secretary of State

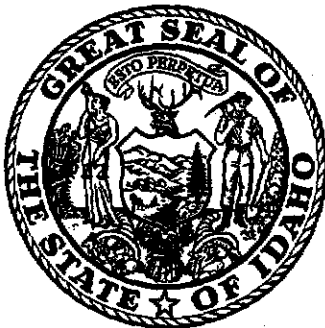
**CERTIFICATE OF AUTHORITY
OF
GPS USA, INC.**

File Number C 185596

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: December 28, 2009



Ben Ysursa

SECRETARY OF STATE

By

Renda McAnany



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

09 DEC 28 AM 9:11

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

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

GPS USA, INC.

2. The name which it shall use in Idaho is: GPS USA, INC.

3. It is incorporated under the laws of: NEVADA

4. Its date of incorporation is: 08/28/2009

5. The address of its principal office is:

1387 BARCLAY BOULEVARD, BUFFALO GROVE, IL 60089

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

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

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

| Name | Title | Business Address |
|----------------|-----------|----------------------------------|
| DAVD L DANZIG | PRESIDENT | 1387 BARCLAY BLVD BUFFALO GR, IL |
| DAVID L DANZIG | SECRETARY | 1387 BARCLAY BLVD BUFFALO GR, IL |
| DAVID L DANZIG | TREASURER | 1387 BARCLAY BLVD BUFFALO GR, IL |
| DAVID L DANZIG | DIRECTOR | 1387 BARCLAY BLVD BUFFALO GR, IL |
| | | |
| | | |

Dated: 9 NOVEMBER 2009

Signature: [Signature]

Typed Name: DAVID L DANZIG

Capacity: PRESIDENT

(The signer must be a director or an officer of the corporation.)

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

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forms\appforauthority_profit.ppt
Revised 10/2008

IDAHO SECRETARY OF STATE
12/28/2009 05:00
CK: 3539 CT: 243330 BH: 1200735
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C185596

SECRETARY OF STATE




CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, GPS USA, INC., as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 28, 2009, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 6, 2009.




ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20091106-0803
You may verify this electronic certificate
online at <http://www.nvsos.gov/>