

State of Idaho

Department of State

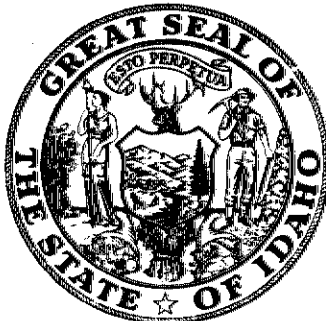
CERTIFICATE OF AUTHORITY OF

ROCKWELL INTERNATIONAL CORPORATION
File number C 117887

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

Dated: January 15, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

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

RECEIVED
SEC. OF STATE

96 DEC 10 AM 11 35

1. The name of the corporation is Rockwell International Corporation

2. The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Nevada

4. Its date of incorporation is 2/13/73 and its duration, if other than perpetual, is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
One East First Street, Reno, Nevada 89501

6. The address to which correspondence should be addressed, if different than item 5, is
625 Liberty Avenue, Pittsburgh, Pennsylvania 15222-3123

7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

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

Name	Office	Address
<u>See attached list of directors and officers</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

Dated: 12/06/96

Rockwell International Corporation
(Corporation name)

By S. S. McKenney
Its President, ~~Vice President~~ Secretary ~~Assistant Secretary~~
(please specify)
S. S. McKenney

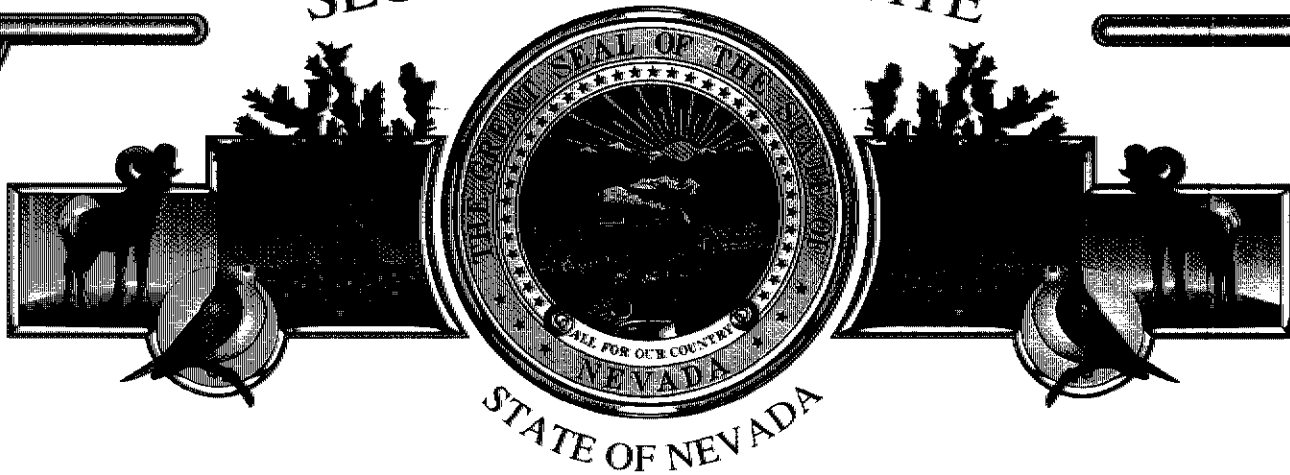
Secretary of State use only IDAHO SECRETARY OF STATE AP
DATE 12/10/1996 0900 45622
3
CK #: 13300481 CUST#: 15948
AUTH PRO
1@ 100.00= 100.00
CORP SUR 1@ 20.00= 20.00

JAN 15 1 26 PM 1997
SECRETARY OF STATE
IDAHO

ROCKWELL INTERNATIONAL CORPORATION

<u>Name</u>	<u>Address</u>	<u>Position</u>
S. S. McKenney	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Director, President & Secretary
D. W. Greenfield	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Director & Assistant Secretary
E. T. Moen	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Director
C. C. Stoops, Jr.	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Vice President
Lee H. Cramer	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Treasurer
W. T. Thompson	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Assistant Treasurer

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, 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, limited-liability companies, limited partnerships, and limited-liability partnerships 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, **ROCKWELL INTERNATIONAL CORPORATION**, 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 February 13, 1973, 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, in Carson City, Nevada, on December 5, 1996.

Dean Heller

Secretary of State

By

Conrad

Certification Clerk