

Department of State.

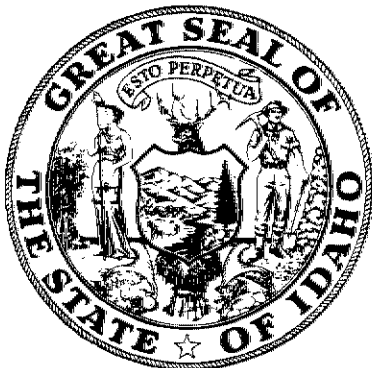
**CERTIFICATE OF AUTHORITY
OF**

JONES DISTRIBUTING COMPANY

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

Dated April 10, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark
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 Jones Distributing Company

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2. The name which it shall use in Idaho is Jones Distributing Company

(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 Colorado

4. The date of its incorporation is September 25, 1961 and the period of its operation is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 4350 Grape Street, Denver, Colorado 80216

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

Same

7. The street address of its proposed registered office in Idaho is 700 West Idaho, Boise, Idaho 83702

, and the name of its proposed registered agent in Idaho at that address is Louis N. Cosho

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Distribution of marine products to retailers.

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

Name	Office	Address
See Exhibit A attached.		

(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: December 29, 1986

JONES DISTRIBUTING COMPANY

(Corporation Name)

By

RB Jones

PRESIDENT

Its President/ Vice President (please specify)

and

Patricia B. Jones

Its Secretary/ Assistant Secretary (please specify)

STATE OF Colorado)

COUNTY OF Denver) ss:

I, BEVERLY W. OSEROW, a notary public, do hereby certify that on this 29th day of December, 19 86, personally appeared before me Robert B. Jones, who being by me first duly sworn, declared that (s)he is the President of Jones Distributing Company

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

My Commission expires May 1, 1988
140 E. 19th Ave., Suite 400
Denver, Colorado 80203

Beverly W. Oserow
Notary Public

Exhibit A

<u>Name</u>	<u>Office</u>	<u>Address</u>	<u>Date of Taking Office</u>
Robert B. Jones	Pres., Dir.	4350 Grape Street Denver, CO 80216	10/27/86
Louis N. Cosho	Dir.	700 West Idaho Boise, ID 83702	10/27/86
Fred Humphreys	Dir.	c/o Idaho First Nat'l Bank 1100 Main Street Boise, ID 83702	10/27/86
Elizabeth R. Medes	Dir.	8550 Chinden Blvd. Boise, ID 83714	10/27/86
Victoria Josslin	Dir.	11261 Wingpoint Dr., N.E. Bainbridge Island, WA 98110	10/27/86
Mark Jones	Dir.	11350 Osage Boise, ID 83704	10/27/86
William Evers	V. Pres.	12147 East Vassar Drive Aurora, CO 80014	10/27/86
Katherine Jones	Sec., Treas.	809 N.W. Highway 36 Commanche, TX 76442	10/27/86
Steven Barton	Asst. Sec.	4350 Grape Street Denver, CO 80216	12/31/86

STATE OF COLORADO

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DEPARTMENT OF
STATE

SECRETARY OF
STATE
CERTIFICATE.

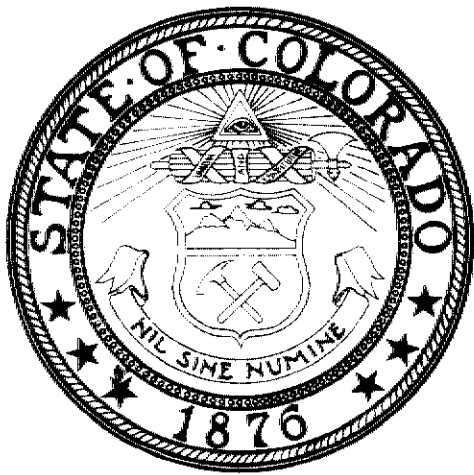
I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

JONES DISTRIBUTING COMPANY
(COLORADO CORPORATION)

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.

APR 10 2 34 PM '87
SECRETARY OF STATE



DATED: DEC 18 1986

Natalie Meyer

SECRETARY OF STATE