

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
WASHINGTON QUALITY PROGRAMS COMPANY**

File Number C 146533

I PETE T. CENARRUSA, 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: 6 December 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley DeWine*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2002 DEC -6 PM 2:04

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

1. The name of the corporation is: Washington Quality Programs Company
2. The name which it shall use in Idaho is: Washington Quality Programs Company
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: January 27, 1975
5. The address of its principal office is: _____
720 Park Boulevard, Boise, ID 83712
6. The address to which correspondence should be addressed, if different from item 5, is:
720 Park Boulevard, Boise, ID 83712
7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 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	Office	Address
<u>See attached officers/directors rider</u>		

Dated: December 3, 2002

Signature: _____

Typed Name: MELINA J. DATSOPOULOS

Capacity: ASSISTANT SECRETARY

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

g:\corporate\corp forms\appforauthority_profit.pmf
Revised 01/2001

IDAHO SECRETARY OF STATE
12/06/2002 05:00
CK: 230636 CT: 16058 BH: 650006
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 146533

Directors, Officers Report

Washington Quality Programs Company

December 02, 2002

DIRECTORS

Reed Noel Brimhall **Director**
Effective: July 08, 2000
Primary Address: 720 Park Boulevard
P.O. Box 73
Boise, ID 83729

Thomas Raymond Foote **Director**
Effective: July 08, 2000
Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Richard Dennis Parry **Director**
Effective: July 08, 2000
Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

OFFICERS

Stephen Grant Hanks **President and Chief Executive Officer**
Effective: July 07, 2000
Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Charles Robert Oliver **Vice President and Chief Operating Officer**
Effective: May 15, 2002
Primary Address: 720 Park Boulevard
Boise, ID 83712

George Abendroth **Vice President**
Effective: January 03, 2001
Primary Address: None given

Reed Noel Brimhall **Vice President and Controller**
Effective: July 08, 2000
Primary Address: 720 Park Boulevard
P.O. Box 73
Boise, ID 83729

Frank Shane Finlayson **Vice President and Treasurer**
Effective: July 07, 2000
Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Thomas Raymond Foote

Vice President

Effective: July 08, 2000

Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

George Henry Juetten

Vice President and Chief Financial Officer

Effective: May 18, 2001

Primary Address: 720 Park Boulevard
Boise, ID 83712

Bertrand R. Mazo

Vice President

Effective: January 03, 2001

Primary Address: None given

Richard Dennis Parry

Vice President, General Counsel and Assistant Secretary

Effective: July 08, 2000

Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Karl F. Schmidt, Jr.

Vice President

Effective: January 03, 2001

Primary Address: None given

Gordon Bretnell Williams

Vice President

Effective: May 18, 2001

Primary Address: 1500 West 3rd Street
Cleveland, OH 44113-1406

Robert Carl Wiesel

Vice President

Effective: July 08, 2000

Primary Address: One Broadway
Cambridge, MA 02142

Thomas Henry Zarges

Vice President

Effective: July 08, 2000

Primary Address: 720 Park Boulevard
P.O. Box 73
Boise, ID 83712

Craig Gerald Taylor

Secretary

Effective: July 07, 2000

Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Thomas Herman Atkins

Assistant Secretary

Effective: July 08, 2000

Primary Address: 510 Carnegie Center
Princeton, NJ 08540

Kevin T. Colby

Assistant Secretary

Effective: September 13, 2002

Primary Address: 510 Carnegie Center
Area 02P1
Princeton, NJ 08543

Melina Joan Datsopoulos **Assistant Secretary**

Effective: July 08, 2000

Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Terry Kay Eller **Assistant Secretary**

Effective: July 07, 2000

Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Kevin James Holderness **Assistant Secretary**

Effective: July 08, 2000

Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Mark Steven McKain **Assistant Secretary**

Effective: July 08, 2000

Primary Address: 30 S. 17th Street
Philadelphia, PA 19103

Herbert True Sears **Assistant Secretary**

Effective: July 08, 2000

Primary Address: One Broadway
(617) 494-7000
Cambridge, MA 02142

Lisa Hamric Ross **Assistant Treasurer**

Effective: July 08, 2000

Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Delaware

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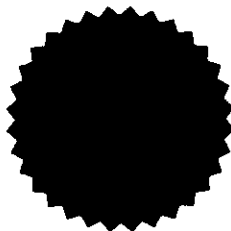
DELAWARE STATE
SECRETARY'S OFFICE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WASHINGTON QUALITY PROGRAMS COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WASHINGTON QUALITY PROGRAMS COMPANY" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1975.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2124536

020744417

DATE: 12-04-02