

State of Idaho

Department of State

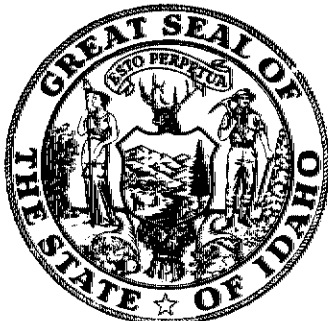
CERTIFICATE OF AUTHORITY OF

PANTHER EXECUTIVE GROUP INC.
File number C 118330

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

Dated: February 18, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

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 SPANTHER EXECUTIVE GROUP INC.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 10-10-96 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
25 Greystone Manor, Lewes, Delaware 19958-9776
6. The address to which correspondence should be addressed, if different than item 5, is _____
9261 W Edna St, Boise, ID 83704
7. The street address of its registered office in Idaho is 300 Mallard Dr, Suite 300
Boise ID 83706, and its registered agent in Idaho at that address is Scott R. Gropp
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are
The Sale of Retail Goods (clothes, shoes, and accessories)
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Scott R Gropp</u>	<u>President</u>	<u>9261 W Edna St. Boise 83704</u>
<u>Rick Lopez</u>	<u>Vice-President</u>	<u>17350 Clearsprings, Riverside</u> <u>CA 92362</u>
<u>Geri L Gropp</u>	<u>Treasurer</u>	<u>9261 W Edna St, Boise 83704</u>
_____	_____	_____
_____	_____	_____

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

Dated: 11-25-96Panther Executive Group, Inc

(Corporation name)

By _____

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

Secretary of State use only

 IDAHO SECRETARY OF STATE
 DATE 01/31/1997 0900 60145

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CK #: 1033 CUST# 75827

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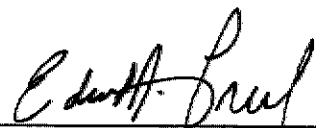
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State of Delaware
Office of the Secretary of State **PAGE 1**

JAN 31 10 17 AM '97
SECRETARY OF STATE
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANTHER EXECUTIVE GROUP INC." 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 FOURTEENTH DAY OF JANUARY, A.D. 1997.




Edward J. Freel, Secretary of State

2671572 8300

971008399

AUTHENTICATION: 8283734

DATE: 01-14-97