



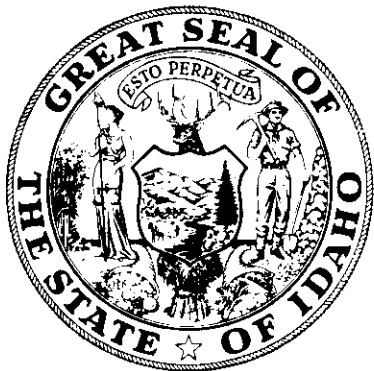
CERTIFICATE OF AUTHORITY
OF

POST CORPORATION dba WILLIAM A. POST CORPORATION

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

Dated March 27, 1936



SECRETARY OF STATE

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 Post Corporation

2. The name which it shall use in Idaho is WILLIAM A. POST CORPORATION

(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 California

4. The date of its incorporation is December 21, 1972 and the period of its duration is indefinite

5. The address of its principal office in the state or country under the laws of which it is incorporated is

101 Park Place, P.O. Box 160, San Ramon, California 94583

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

7. The street address of its proposed registered office in Idaho is 300 North 6th St., Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

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

Construction

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

Name	Office	Address
<u>Guy M. de Jong</u>	<u>President</u>	<u>1953 Parkmont, Danville, CA 94526</u>
<u>Shirley C. Tilton</u>	<u>Secretary/Treas.</u>	<u>5592 Marlin Drive, Byron, CA 94514</u>
<u>Dennis W. Alfaro</u>	<u>Vice President</u>	<u>224 Stanbridge Court, Danville, CA 94526</u>
<u>John C. Sabine</u>	<u>Vice President</u>	<u>2807 Branciforte Drive, Santa Cruz, CA 95065</u>
<u>William Plant, Jr.</u>	<u>Vice President</u>	<u>19859 Zeno St., Castro Valley, CA 94546</u>

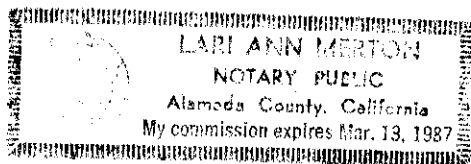
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STATE OF CALIFORNIA

County of Alameda

ss.

On December 19, 1985 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Shirley C. Tilton who proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as Secretary/Treasurer of the Corporation therein named, and acknowledged to me that such Corporation executed the within instrument pursuant to its Bylaws or Resolution of its Board of Directors.





Notary

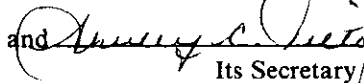
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 19, 1985

Post Corporation

(Corporation Name)

By  / Guy M. de Jong, President
Its President/ Vice President (please specify)

and  / Shirley C. Tilton, Sec/Treas.
Its Secretary/ Assistant Secretary (please specify)

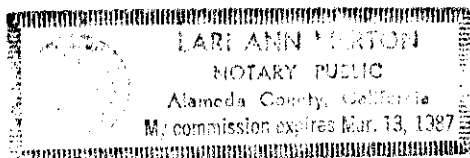
STATE OF California

STATE OF CALIFORNIA

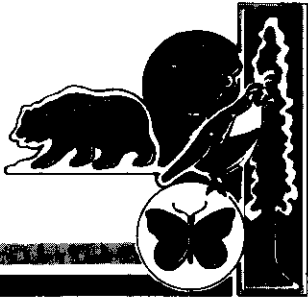
County of Alameda

ss.

On December 19, 1985 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Guy M. de Jong who proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as president of the Corporation therein named, and acknowledged to me that such Corporation executed the within instrument pursuant to its Bylaws or Resolution of its Board of Directors.




Notary



State of California

OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

RECEIVED
SEC. OF STATE

'86 MAR 27 AM 8 45

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 21st day of December, 19 72,

POST CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
8th day of January, 1986

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JAN 14 1986
POST CORP.

March Fong Eu
Secretary of State



RECEIVED
SEC. OF STATE

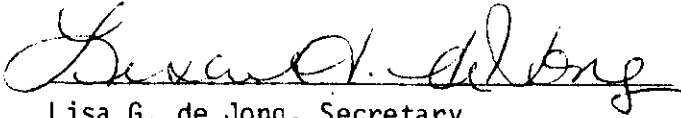
POST CORPORATION

'86 MAR 27 AM 8 45

CORPORATE RESOLUTION AUTHORIZING
USE OF FICTITIOUS NAME

Be it hereby resolved that POST CORPORATION is authorized to make Application for Authority to the Corporation Commission, State of Idaho, under the fictitious name of, "WILLIAM A. POST CORPORATION."

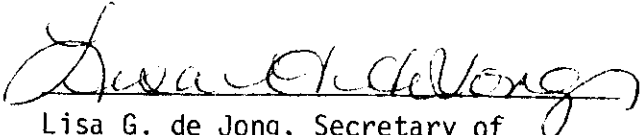
March 20, 1986.


Lisa G. de Jong, Secretary

CERTIFICATION

I, Lisa G. de Jong, Secretary of POST CORPORATION, a corporation, created and existing under the laws of the State of California, do hereby certify and declare that the foregoing is a full, true and correct copy of a resolution duly passed and adopted by the Board of Directors of said corporation, by written consent of all Directors of said corporation or at a meeting of said Board duly and regularly called, noticed and held on the twentieth day of March, 1986, at which meeting a quorum of the Board of Directors was present and voted in favor of said resolution; and that said resolution is now in full force and effect.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the corporate seal of said corporation, this twenty-fifth day of March, 1986.


Lisa G. de Jong, Secretary of
POST CORPORATION, a corporation