

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

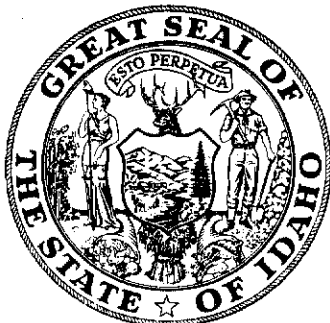
ROCKFORD INDUSTRIES, INC.

File number C 116401

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

Dated: September 12, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sari Smock*

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:

1. The name of the corporation is Rockford Industries, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of California
4. Its date of incorporation is 12/27/84 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
1851 East First St., #600, Santa Ana, California 92705
6. The address to which correspondence should be addressed, if different than item 5, is _____
Same
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: 08-25-96

Rockford Industries, Inc.

(Corporation name)

By

LE Marie SUP/CFD

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

Secretary of State use only IDAHO SECRETARY OF STATE CCAP

DATE 09/12/1996 0900 24622

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CK #: 11901299 CUST# 2048

AUTH PRO

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CORP SUR 1@ 20.00= 20.00

EXPEDITE C 1@ 20.00= 20.00

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CT System

CORPORATE OFFICERS & DIRECTORS

GERRY RICCO

President, Chief Executive Officer and Director
1851 E. First St., Santa Ana, CA 92705

BRIAN SEIGEL

Executive Vice President, Director of Marketing and Asset Management, Secretary and Director
1851 E. First St., Santa Ana, CA 92705

LARRY HARTMANN

Executive Vice President, Director of Sales and Director
747 Chestnut Ridge Road, Suite 306, Chestnut Ridge, NY 10977

LARRY DAVIS

Senior Vice President and Chief Financial Officer
1851 E. First St., Santa Ana, CA 92705

LARRY K. WHITE

Senior Vice President and Chief Operations Officer
1851 E. First St., Santa Ana, CA 92705

KENNETH M. VANCINI

Senior Vice President of Sales
112 Turnpike Road, Suite 111, Westboro, MA 01581

WILLIAM J. VINNICOMBE

President, Technology Finance Division
2014 Churton Ave., Los Altos, CA 94024

CLARE DELLEMANN

Vice President - Operations
1851 E. First St., Santa Ana, CA 92705

ALEX EVREINOV

Vice President, Commercial Group
747 Chestnut Ridge Road, Suite 306, Chestnut Ridge, NY 10977

FLOYD S. ROBINSON

Director
237 Chelsea Court, Aurora, OH 44202

ROBERT S. VATERS

Director
80 Meadowbrook Ave., Short Hills, NJ 07076

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 27th day of December, 1984,

ROCKFORD INDUSTRIES, INC.

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 day of

September 5, 1996.



Bill Jones

Secretary of State