

State of Idaho

Office of the Secretary of State

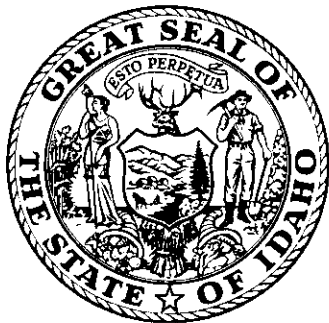
**CERTIFICATE OF AUTHORITY
OF
PRIMARY CAPITAL MANAGEMENT, INC.**

File Number C 152793

I, BEN YSURSA, 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: 26 January 2004



Ben Yursa

SECRETARY OF STATE

By *[Signature]*

202

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2004 JAN 25 AM 7:49


STATE OF IDAHO

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

- The name of the corporation is: PRIMARY CAPITAL MANAGEMENT, INC.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: DELAWARE
- Its date of incorporation is: 12/20/1991
- The address of its principal office is: 5662 LITTLE LAKE AVENUE, LAS VEGAS, NV 89122
- The address to which correspondence should be addressed, if different from item 5, is: C/O GISH, 16530 VENTURA BLVD, #625, ENCINO, CA 91436-5009
- The street address of its registered office in Idaho is: 140 E RIVER STREET, KETCHUM ID 83340
and its registered agent in Idaho at that address is: EDWARD F. O'GARA III
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>EDWARD F. O'GARA III</u>	<u>PRESIDENT</u>	<u>140 E RIVER STREET, KETCHUM, ID 83340</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 1/20/04

Signature: 

Typed Name: EDWARD F. O'GARA III

Capacity: PRESIDENT

Customer Acct #: _____
(If using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
01/15/2004 05:00
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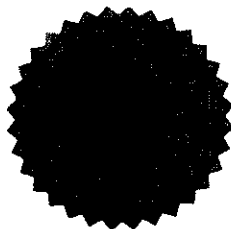
0152793

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIMARY CAPITAL MANAGEMENT, 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2282562 8300

AUTHENTICATION: 2833535

030807235

DATE: 12-23-03