

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

FC CAPITAL CORP.

File Number C 129303

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: JUNE 15, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cynthia A. [Signature]*

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:

Jun 15 11 25 AM '99

- The name of the corporation is FC Capital Corp.
- The name which it shall use in Idaho is FC Capital Corp.
- It is incorporated under the laws of New York
- Its date of incorporation is August 4, 1997.
- The address of its principal office is 400 Columbus Avenue
Valhalla, NY 19595
- The address to which correspondence should be addressed, if different from item 5, is n/a
- The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street, Boise,
Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System

SECRETARY OF STATE
STATE OF IDAHO

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

Name	Office	Address
Please see attached list		

Dated: June 10, 1999

FC Capital Corp.
(Corporation name)

By Christopher J. Morrissey
Christopher J. Morrissey

Its President
(specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

06/15/1999 09:00
CK: 132101713 CT: 4567 IN: 225982

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The principal Officers and Directors of FC Capital Corp. are:

James H. Aronoff, Chief Executive Officer & Chairman of the Board
400 Columbus Avenue
Valhalla, New York 10595

Christopher J. Morrissey, President, COO, CFO, Treasurer, Secretary & Director
400 Columbus Avenue
Valhalla, New York 10595

Rick R. Hagelstein, Director
6400 Imperial Drive
Waco, Texas 76712

James T. Sartain, Director
6400 Imperial Drive
Waco, Texas 76712

James Hawkins, Director
6400 Imperial Drive
Waco, Texas 76712

**State of New York } ss:
Department of State**

JUN 15 11 25 AM '99

I hereby certify, that the certificate of incorporation of FC CAPITAL CORP. was filed on 08/04/1997, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

**SECRETARY OF STATE
STATE OF IDAHO**



Witness my hand and the official seal of the Department of State at the City of Albany, this 10th day of June one thousand nine hundred and ninety-nine.

A handwritten signature in cursive script, appearing to read "J. Leub", written in black ink.

Special Deputy Secretary of State