

State of Idaho

Office of the Secretary of State

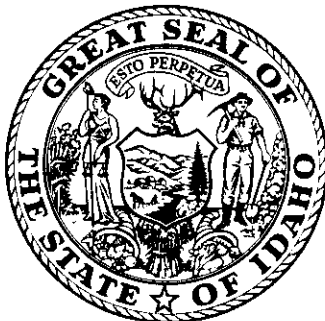
**CERTIFICATE OF AUTHORITY
OF
INTERNATIONAL PROFIT ASSOCIATES, INC.**

File Number C 153163

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: 18 February 2004



Ben Yursa

SECRETARY OF STATE

By

Sheryl DeWine

(Instructions on Back of Application)

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DEPARTMENT OF STATE
STATE OF IDAHO

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Capacity: President

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
02/18/2004 05:00
CK: 29949 CT: 19577 BH: 728032
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 153/63

OFFICERS/DIRECTORS RIDER of
International Profit Associates, Inc.

Title	Name	Address
Managing Director	John R. Burgess	1250 Barclay Boulevard Buffalo Grove, IL 60089
President	Gregg M. Steinberg	1250 Barclay Boulevard Buffalo Grove, IL 60089
Vice President, Treasurer	Katrin Owen	1250 Barclay Boulevard Buffalo Grove, IL 60089
Secretary	Valarie Ramsdell	1250 Barclay Boulevard Buffalo Grove, IL 60089
Director	John R. Burgess	1250 Barclay Boulevard Buffalo Grove, IL 60089
Director	Gregg M. Steinberg	1250 Barclay Boulevard Buffalo Grove, IL 60089
Director	Katrin Owen	1250 Barclay Boulevard Buffalo Grove, IL 60089

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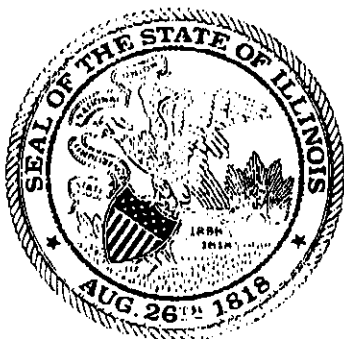
5656-954-5



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

INTERNATIONAL PROFIT ASSOCIATES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE OCTOBER 15, 1991, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 17TH
day of FEBRUARY A.D. 2004

Jesse White

SECRETARY OF STATE