

State of Idaho

Office of the Secretary of State

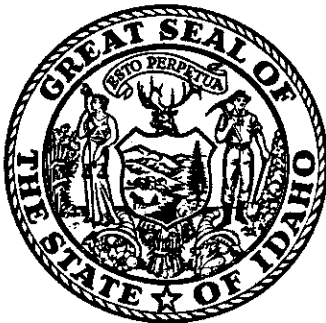
**CERTIFICATE OF AUTHORITY
OF
ICEBREAKER NATURE CLOTHING, INC.**

File Number C 170953

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: January 18, 2007



Ben Yursa

SECRETARY OF STATE

By _____

[Signature]

FILED EFFECTIVE

202

07 JAN 18 PM 3:25



**APPLICATION FOR CERTIFICATE
OF AUTHORITY (For Profit)**

(Instructions on Back of Application)

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:
Icebreaker Nature Clothing, Inc.
2. The name which it shall use in Idaho is: Icebreaker Nature Clothing, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 12/19/2006
5. The address of its principal office is:
371 North Main Street, Suite 201, Ketchum, ID 83340
6. The address to which correspondence should be addressed, if different from Item 5, is:

7. The street address of its registered office in Idaho is: 511 Deerwood, Hailey, ID 83333
and its registered agent in Idaho at that address is: Troy Ballard
8. The names and respective business addresses of its directors and officers are:

Name	Office Held	Business Address
See Attached List		

Dated: 1/4/07

Signature: [Signature]

Typed Name: SCOTT DESSEVAULT

Capacity: Secretary

(The signer must be a director or an officer of the corporation.)

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

Web Form

IDAHO SECRETARY OF STATE
01/18/2007 05:00
CK: 10332 CT: 20168 MH: 1027133
1 @ 100.00 = 100.00 AUTH PRO # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5

C170953

**CERTIFICATE OF AUTHORITY
FOREIGN PROFIT CORPORATION
ATTACHMENT**

Title	Name	Address
President/Director	Troy Ballard	371 North Main Street, Suite 201 Ketchum, ID 83340
Secretary/Treasurer	Scott Desserault	371 North Main Street, Suite 201 Ketchum, ID 83340
Chairman of the Board/Director	Jeremy Ross Moon	P.O. Box 959 Wellington, New Zealand

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ICEBREAKER NATURE CLOTHING, 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 EIGHTEENTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4247216 8300
070057702



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5363661

DATE: 01-18-07