

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY OF

MILLBROOK DISTRIBUTION SERVICES INC.

File number C 129112

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: June 1, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

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:

1. The name of the corporation is MILLBROOK DISTRIBUTION SERVICES INC.
2. The name which it shall use in Idaho is MILLBROOK DISTRIBUTION SERVICES INC.
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is April 27, 1998
5. The address of its principal office is c/o CORPORATION SERVICE COMPANY
1013 CENTRE ROAD, WILMINGTON, DE 19805
6. The address to which correspondence should be addressed, if different from item 5, is _____
c/o MILLBROOK DISTRIBUTION SERVICES INC., 401 HWY 43 E. & COTTONWOOD RD, HARRISON, AR 72602
7. The street address of its registered office in Idaho is 1401 Shoreline Drive Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: 5/17/99

MILLBROOK DISTRIBUTION SERVICES INC.

(Corporation name)

By

James A. Cohen
JAMES A. COHEN

Its Secretary

(specify capacity of signer)

Customer Acct # :

IDaho SECRETARY OF STATE

(if using pre-paid account)

06/01/1999 09:00
CK: 55275 CT: 74184 DN: 221682

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 129112

**OFFICERS AND DIRECTORS RIDER
FOR
MILLBROOK DISTRIBUTION SERVICES INC.**

DIRECTORS:

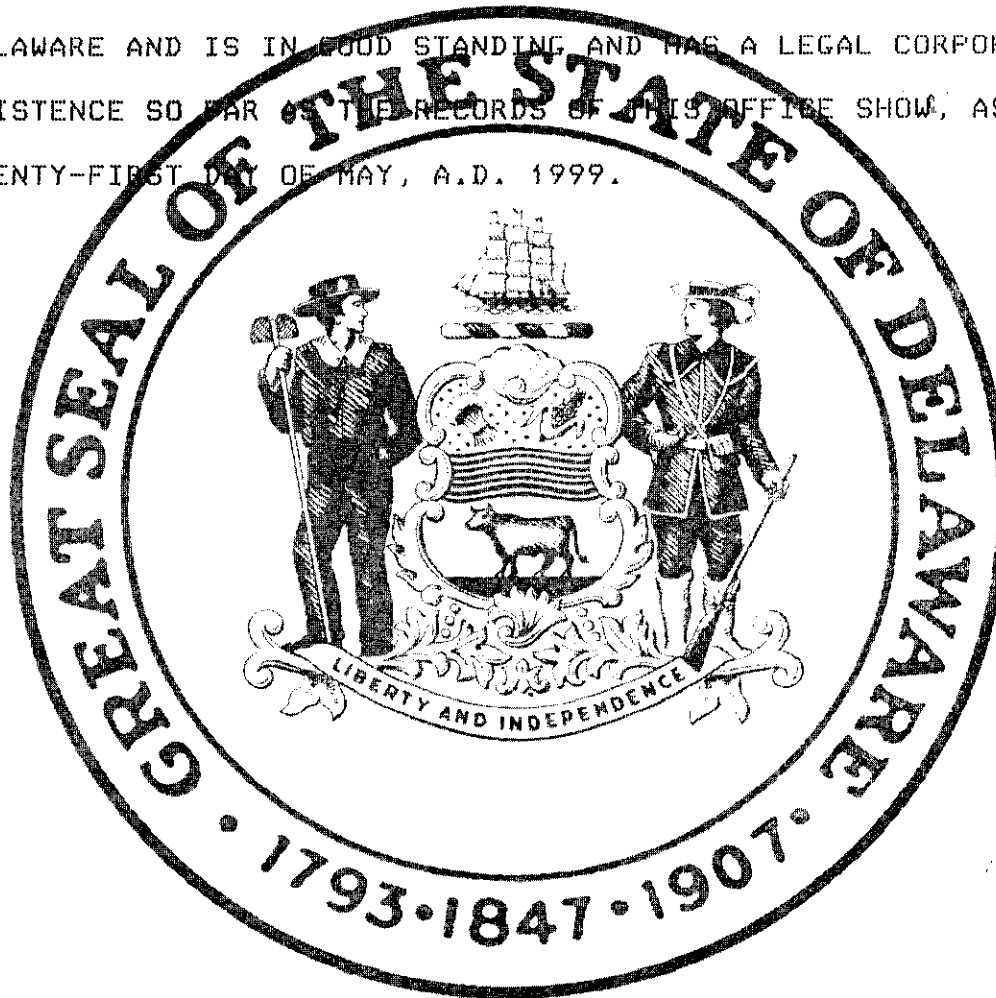
Richard A. Bernstein	Chairman	444 Madison Avenue, Suite 601 New York, NY 10022
James A. Cohen, Esq.		444 Madison Avenue, Suite 601 New York, NY 10022
Steven M. Grossman		444 Madison Avenue, Suite 601 New York, NY 10022
Robert A. Sigel		Rt. 56 Huntoon Memorial Highway Leicester, MA 01524

OFFICERS:

Robert A. Sigel	President and Chief Executive Officer	Rt. 56 Huntoon Memorial Highway Leicester, MA 01524
Steven M. Grossman	Executive Vice President - Finance and Administration	444 Madison Avenue, Suite 601 New York, NY 10022
James A. Cohen, Esq.	Senior Vice President - Legal Affairs and Secretary	444 Madison Avenue, Suite 601 New York, NY 10022
Ira A. Gomberg	Senior Vice President and Assistant Secretary	444 Madison Avenue, Suite 601 New York, NY 10022
Fredrick W. King	Senior Vice President - Field Operations	Rt. 56 Huntoon Memorial Highway Leicester, MA 01524
Brian Holloway	Senior Vice President and Chief Financial Officer	Rt. 56 Huntoon Memorial Highway Leicester, MA 01524
Therese Grossi	Senior Vice President - Sales and Marketing	Rt. 56 Huntoon Memorial Highway Leicester, MA 01524
Gary L. May	Senior Vice President - Organization and Management	Rt. 56 Huntoon Memorial Highway Leicester, MA 01524
John J. Murphy	Senior Vice President - Distribution	Rt. 56 Huntoon Memorial Highway Leicester, MA 01524
David B. Spooner	Senior Vice President - Chief Information Officer	Rt. 56 Huntoon Memorial Highway Leicester, MA 01524
Margaret M. North	Vice President - Human Resources	Rt. 56 Huntoon Memorial Highway Leicester, MA 01524
Hal B. Weiss	Vice President and Assistant Treasurer	444 Madison Avenue, Suite 601 New York, NY 10022

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MILLBROOK DISTRIBUTION SERVICES 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-FIRST DAY OF MAY, A.D. 1999.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991203914

AUTHENTICATION: 9759796

DATE: 05-21-99