

# State of Idaho

## Office of the Secretary of State

CERTIFICATE OF AUTHORITY  
OF  
ANDERSON & WOOD ACQUISITION CORPORATION

File Number C 129028

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: May 26, 1999



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Amanda Davis*

# 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 Anderson & Wood Acquisition Corporation
2. The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 5/21/99
5. The address of its principal office is 2120 Lanark, Meridian, Idaho 83642
6. The address to which correspondence should be addressed, if different than item 5, is \_\_\_\_\_  
515 Post Oak Blvd., Suite 450 Houston, Texas 77027
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701  
\_\_\_\_\_, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Jim Wise</u>	<u>President</u>	<u>515 Post Oak Blvd., Suite 450, Houston, Texas 77027</u>
<u>John Wombwell</u>	<u>Vice President and Secretary and</u>	<u>515 Post Oak Blvd., Suite 450, Houston, Texas 77027</u>
<u>Stanley Florance</u>	<u>Chief Financial Officer and Chief</u>	<u>515 Post Oak Blvd., Suite 450, Houston, Texas 77027</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 5-25-1999

Anderson & Wood Acquisition Corporation  
(Corporation name)

By [Signature]  
John Wombwell

Its Vice President  
(specify capacity of signer)

Customer Acct #: **IDAH0 SECRETARY OF STATE**

(If using pre-paid account)  
**05/25/1999 09:00**  
CK: 110045775 CT: 63005 BY: 220225

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

**C 129028**

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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANDERSON & WOOD ACQUISITION CORPORATION" 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.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9758558

DATE:

05-21-99