

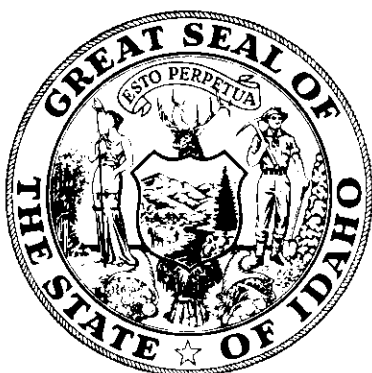
CERTIFICATE OF AUTHORITY
OF

PARTICIPATIVE MANAGEMENT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **PARTICIPATION MANAGEMENT CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified 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 **PARTICIPATIVE MANAGEMENT CORPORATION** to transact business in this State under the name **PARTICIPATIVE MANAGEMENT CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 9, 1985**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is PARTICIPATIVE MANAGEMENT CORPORATION
2. *The name which it shall use in Idaho is PARTICIPATIVE MANAGEMENT CORPORATION
3. It is incorporated under the laws of the State of Delaware
4. The date of its incorporation is 10 February 1984 and the period of its duration is indefinite - perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 725 Market Street, Wilmington, Delaware, 19801
6. The street address of its proposed registered office in Idaho is 3 Burt Place, Eagle, Idaho, 83616, and the name of its proposed registered agent in Idaho at that address is Lynwood E. Clark
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: provide management advice to companies/individuals and such other lawful activities permitted under the general corporation laws of Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Lynwood E. Clark</u>	<u>President</u>	<u>3 Burt Place, Idaho, 83616</u> <u>Eagle, ID</u>
<u>Joan A. Clark</u>	<u>Secretary/ Treasurer</u>	<u>3 Burt Place, ID, 83616</u> <u>Eagle, ID</u>

Both parties named above constitute the total board of directors.

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1000</u>	<u>capital</u>	<u>no par value</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10	capital	no par value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 15 July, 19 85.

Lynwood E. Clark
By Lynwood E. Clark

Its _____ President
and [Signature]
Its _____ Secretary

STATE OF Idaho)
COUNTY OF Ada) ss:

I, Bonnie Krasowski, a notary public, do hereby certify that on this 15th day of July, 19 85, personally appeared before me Lynwood E. Clark, who being by me first duly sworn, declared that he is the President of PARTICIPATIVE MANAGEMENT CORPORATION

that he signed the foregoing document as president of the corporation and that the statements therein contained are true.

Bonnie Krasowski
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

RECEIVED
SEC. OF STATE

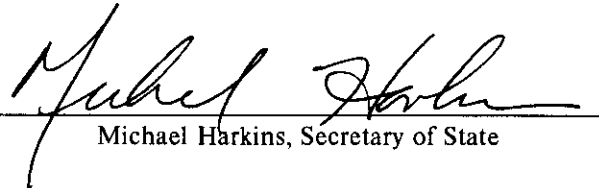
85 AUG 29 AM 8 55



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY PARTICIPATIVE MANAGEMENT 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 DATE SHOWN BELOW.

1 1 1 1 1 1 1 1 1 1


Michael Harkins, Secretary of State

AUTHENTICATION: 10573296

DATE: 07/29/1985

852060205