

State of Idaho

Office of the Secretary of State

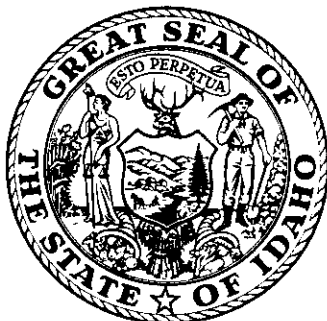
**CERTIFICATE OF AUTHORITY
OF
NATIONAL PRODUCT CARE COMPANY**

File Number C 155064

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: 9 June 2004



Ben Yursa
SECRETARY OF STATE

By *Sheryl DeWine*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2004 JUN -9 P 12:03

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

STATE
OF IDAHO

1. The name of the corporation is:

National Product Care Company

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Illinois

4. Its date of incorporation is: April 28, 1993

5. The address of its principal office is:

200 E. Randolph, 8th Floor, Chicago, IL 60601

6. The address to which correspondence should be addressed, if different from item 5, is:

200 E. Randolph, 4th Floor, Tax Dept., Chicago, IL 60601

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, 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: June 4, 2004

Signature: _____

Typed Name: Leonor de la Torre

Capacity: Assistant Secretary-Law

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

g:\corporate\corp forms\app\cert\authority_profit.pmf Revised 07/2002

IDAHO SECRETARY OF STATE
06/09/2004 05:00
CK: 225513 CT: 174438 BH: 749472
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C155064

Directors / Officers Report

As of 05/25/2004

National Product Care Company

36-3891082

All directors and officers:

200 E. Randolph
Chicago, IL 60601

Directors

David L. Cole	Director
Steve Hayes	Director
Ronald D. Markovits	Director
Mark Mishler	Director
John H. Serafin	Director

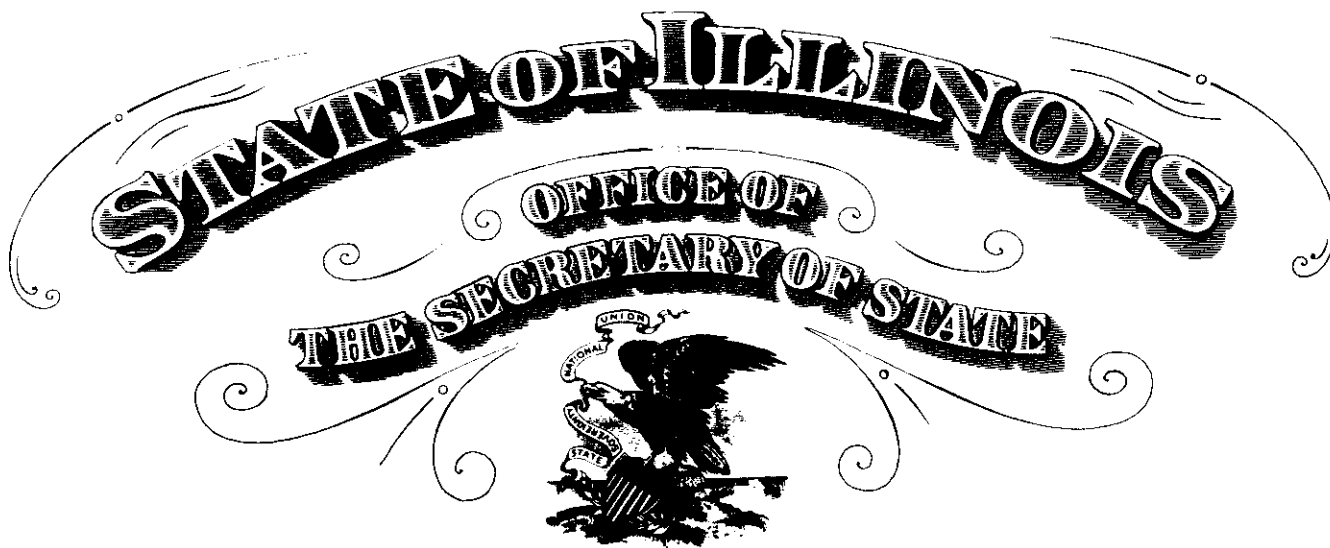
Officers

David L. Cole	Chairman
David L. Cole	Chief Executive Officer
David L. Cole	President
Mark Mishler	Chief Financial Officer
Diane M. Aigotti	Treasurer
Ronald D. Markovits	Secretary
Richard E. Barry	Vice President & Assistant Secretary - Law
Leonor de la Torre	Assistant Secretary - Law
Steve Hayes	Vice President
John Frederick Hofmann	Senior Vice President
Harold LeVaughn Hooks Jr.	Vice President - Taxes
Jennifer L. Kraft	Vice President & Assistant Secretary - Law
Heidi M. Legare	Assistant Vice President
Tom Love	Senior Vice President

National Product Care Company

36-3891082

Ronald D. Markovits	Vice President
Mark Mishler	Senior Vice President
Jeffery S. Owen	Controller
John H. Serafin	Vice President
Paul Swenson	Senior Vice President
Richard L. Vodziak	Assistant Vice President - Taxes

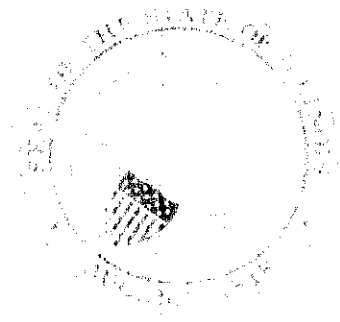


To all to whom these Presents Shall Come, Greeting:

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

NATIONAL PRODUCT CARE COMPANY, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 28, 1993, 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 8TH
day of JUNE *A.D.* 2004



Jesse White

SECRETARY OF STATE