

State of Idaho

Office of the Secretary of State

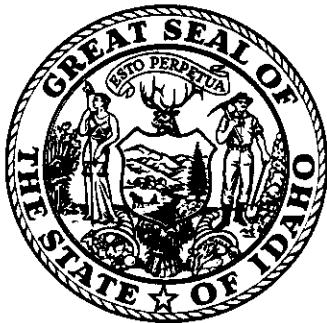
**CERTIFICATE OF AUTHORITY
OF
MORGAN CHASE TRUST COMPANY**

File Number C 149159

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: 12 May 2003



Ben Ysursa

SECRETARY OF STATE

By *Sheryl DeWitt*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2003 MAY 12 PM 2:12

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

STATE
OF IDAHO

1. The name of the corporation is:

Morgan Chase Trust Company

2. The name which it shall use in Idaho is: Morgan Chase Trust Company

3. It is incorporated under the laws of: South Dakota

4. Its date of incorporation is: 12/17/1998

5. The address of its principal office is:

601 S. Minnesota Avenue, Sioux Falls, SD 57104

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

Same as above

7. The street address of its registered office in Idaho is: Record Search & Information Services

and its registered agent in Idaho at that address is: 5527 Kendall St., Boise, ID 83706

8. The names and respective business addresses of its directors and officers are:

Name

Office

Address

See Attached Addendum #1

Dated: 05/07/2003

Signature: Diane R. Redd

Typed Name: Diane R. Redd

Capacity: Secretary/Treasurer

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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forms/corpformsofauthority/profit/prof
Revised07/2002

IDaho SECRETARY OF STATE
05/12/2003 05:00
CK: 1840 CT: 169965 BH: 680159
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C149159



Addendum #1

Board of Directors

Frank P. Maguire
230 West Wells St., Ste. 415
Milwaukee, WI 53203

Blaine E. Rieke
6111 North Berkeley Blvd.
Whitefish Bay, WI 53217

Loren Gerleman
1510 Southeastern Ave., Unit 202
Sioux Falls, SD 57103-3292

David G. Hottmann
First Premier Bank
601 South Minnesota Avenue

Richard A. Lewis
The Mangelsdorf Companies
8340 Meadow Road, Ste. 142
Dallas, TX 75231

Officers

Frank P. Maguire, President & Trust Officer
230 West Wells St., Ste. 415
Milwaukee, WI 53203

Benjamin F. Malsch, Vice President & Trust Officer
4639 N. Larkin
Whitefish Bay, WI 53211

Diane R. Redd, Secretary-Treasurer & Trust Officer
3060 E. Newport Ct.
Milwaukee, WI 53211

CERTIFICATE OF GOOD STANDING

By the authority vested in me, Diane R. Redd, as Secretary/Treasurer appointed by the Director of the Morgan Chase Trust Company, 601 South Minnesota Avenue, Sioux Falls, South Dakota 57104, I hereby certify the following:

That the attached Certificate of Good Standing of the Morgan Chase Trust Company is certified to be a true copy of the original certificate when affixed to it is the corporate seal of the Morgan Chase Trust Company.

Morgan Chase Trust Company

By: Diane R. Redd

Title: Diane R. Redd

Date: May 7, 2003

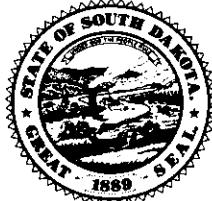
STATE OF WISCONSIN,

COUNTY OF MILWAUKEE

Subscribed and sworn to by Diane R. Redd before me, a Notary Public, in and for said County and State this 7th day of May, 2003.

Erica L. Dudson
Notary Public
My commission expires 10/29/2006

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Good Standing Domestic Corporation

ORGANIZATIONAL ID #: DB040810

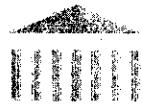
I, **Chris Nelson**, Secretary of State of the State of South Dakota, do hereby certify that **MORGAN CHASE TRUST COMPANY** was duly incorporated under the laws of this state on **December 17, 1998**.

I, further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this February 18, 2003.

A large, black, starburst-shaped redaction mark covering the signature of Chris Nelson.

Chris Nelson
Secretary of State



May 7, 2003

Mary E. Hughes
Department of Finance
700 W. State Street, 2nd Floor
P.O. Box 83720
Boise, ID 83720-0031

Re: Corporate Approval

Dear Ms. Hughes:

The Morgan Chase Trust Company has been granted conditional approval to operate as a foreign trust in Idaho pursuant to Idaho Code § 26-3205(13). The code provides that a charter is not required if one is, "acting pursuant to court appointment as: (a) A personal representative of a decedent's estate; or (b) A guardian or conservator of an estate." Said approval is contingent upon Morgan Chase Trust Company confirming, in writing, that all accounts held in Idaho will be subject to court appointment or oversight.

In this regard, please find the following: This is to confirm and aver that Morgan Chase Trust Company shall serve as trustee limited to those Idaho trust accounts established pursuant to appointment by a court of competent jurisdiction in the State of Idaho and/or subject to oversight by said court and/or federal or Idaho state agency.

Enclosed is contact information for the Morgan Chase Trust Company and its registered agent for Idaho. Should you require anything further, please call me.

Very truly yours,



Frank P. Maguire
President & CEO

FPM:ed

Enclosures



CONTACT INFORMATION:

Morgan Chase Trust Company:

Erica L. Dresdow
601 S. Minnesota Avenue
Sioux Falls, SD 57104
(T) 800/521-2359
(F) 414/347-1440
E-mail: erica@morganchaseco.com

Registered Agent:

Record Search & Information Services, Inc.
5527 Kendall Street
Boise, ID 83706
(T) 208/375-1906
(F) 208/322-5469
E-mail: corp01@researchforyou.com