



Department of State.

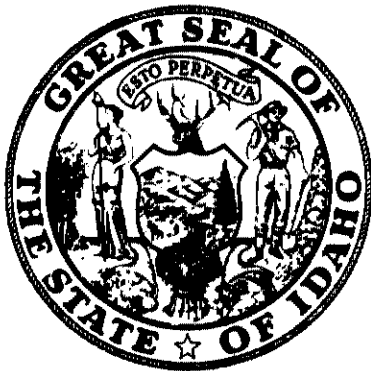
**CERTIFICATE OF AUTHORITY
OF**

WP FINANCE CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WP FINANCE CO. 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 WP FINANCE CO. to transact business in this State under the name WP FINANCE CO. and attach hereto a duplicate original of the Application for such Certificate.

Dated



Pete T. Cenarrusa

SECRETARY OF STATE

M. Finoman
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 information:

Nov 7 11 39 AM '90
SECRETARY OF STATE

1. The name of the corporation is W P Finance Co.
2. The name which it shall use in Idaho is Same

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Washington
4. The date of its incorporation is Dec 19, 1989 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is E. 1411 Mission, Spokane, WA
6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 3727, Spokane, WA 99220
7. The street address of its proposed registered office in Idaho is 300 N. 6th Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is C.T. Corporation
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Finance certain appliances
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
* Paul A. Redmond	C.O.B./C.E.O.	E. 1411 Mission, Spokane, WA
Lawrence J. Pierce	President	E. 1411 Mission, Spokane, WA
* J. E. Eliassen	V.P. - Finance	E. 1411 Mission, Spokane, WA
* G. G. Ely	Vice President	E. 1411 Mission, Spokane, WA
Terry L. Syms	Corp. Secretary	E. 1411 Mission, Spokane, WA
Donna W. Ashley	Asst. Secretary	E. 1411 Mission, Spokane, WA

(continued on reverse)

Name	Office	Address
Patrice K. Gorton	Treasurer	E. 1411 Mission, Spokane, WA
* Directors of the Company		

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: OCT. 24, 1990

WP FINANCE COMPANY
(Corporation Name)

By [Signature]
Its ~~President~~ Vice President (please specify)

and [Signature]
Its Secretary/~~Secretary~~ Secretary (please specify)

STATE OF WASHINGTON)
) ss:
COUNTY OF SPOKANE)

I, Donna Ashley, a notary public, do hereby certify that on this 24th day of October, 1990, personally appeared before me J.E. Eliassen & T.L. Syms, who being by me first duly sworn, declared that (s)he ^{are} is the Vice Pres. & Secretary of WP Finance Co.

that (s)he signed the foregoing document as Officers of the corporation and that the statements therein contained are true.

Donna Ashley
Notary Public



Nov 7 11 39 AM '90
SECRETARY OF STATE

STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that, according to records on file in this office, as of the date of this certificate,

WP FINANCE CO.

is a Washington Profit corporation,

duly authorized to transact business or conduct affairs as a corporation in the State of Washington.

Date: October 25, 1990

Corporation Number: 601 218 483

Date of Incorporation
or Qualification: December 19, 1989

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

J. Sheldon