State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF

FACTORY DIRECT SALES, INC. File number C 109809

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

Dated: March 15, 1995

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SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation) Mais 15 9 43 AM '95

То	the Secretary of State of Idaho SECRETARY OF STATE 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 FACTORY DIRECT SALES, INC.
2.	The name which it shall use in Idaho isFACTORY DIRECT SALES, INC.
	(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 ofCALIFORNIA
4.	The date of its incorporation is21st_day of June 1993 and the period of its duration,
	if other than perpetual, is
5.	The address of its principal office in the state or country under the laws of which it is incorporated is 14845 OXNARD STREET VAN NUYS CALIFORNIA 91411
6 i.	The address to which correspondence should be addressed, if different than item 5, is
7.	The street address of its proposed registered office in Idaho is800_CLEARWATER_LOOP POST_FALLS IDAHO 83854, and the name of its proposed
	registered agent in Idaho at that address is
8.	The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
	DISTRIBUTOR OF MACHINE TOOLS
	(Continued on reverse) Secretary of State use only
	Submit applications and certificate of status to: 19990315 0900 71955 2

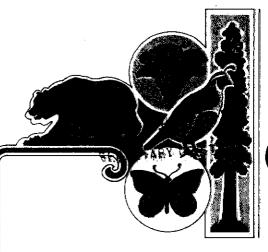
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Office of the Secretary of State Division of Corporations

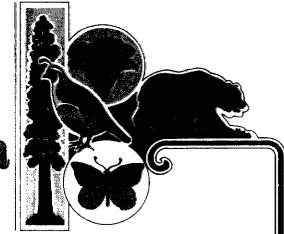
Boise, Idaho 83720-0080

P.O. Box 83720

Name	Office			Ado	fress			
TEPHEN J. BILD	PRESIDENT	14845	OXNARD	STREET	VAN	NUYS	CA	91411
ANDALL S. BILD	SECRETARY	14845	OXNARD	STREET	VAN	NUYS	CA	91411
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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

FACTORY DIRECT SALES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 2nd day of March, 1995

BILL JONES Secretary of State

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