

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



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

MAR 15 9 43 AM '95

To 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 is FACTORY 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 of CALIFORNIA

4. The date of its incorporation is 21st 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. 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 is 800 CLEARWATER LOOP
POST FALLS IDAHO 83854, and the name of its proposed registered agent in Idaho at that address is RANDALL S. BILD

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)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE

19930315 0900 71855 2

CK #: 1186 CUST#: 45239

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

Name	Office	Address
STEPHEN J. BILD	PRESIDENT	14845 OXNARD STREET VAN NUYS CA 91411
RANDALL S. BILD	SECRETARY	14845 OXNARD STREET VAN NUYS CA 91411

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: March 9, 1995

FACTORY DIRECT SALES, INC.

By Stephen J. Bild Pres
(Corporation name)
Its President/Vice President (please specify)
and Randall S. Bild Secy
Its Secretary/Assistant Secretary (please specify)

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss:

I, Alvin G. Weinstein, a notary public, do hereby certify that on
this 9 day of March, 19 95, personally appeared before
me Stephen J. Bild & Randall S. Bild, who being by me first duly sworn, declared that (s)he
is the Pres & Secy of Factory Direct Sales Inc.

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



[Signature]
Notary Public

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 21st day of June, 19 93,

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
BILL JONES
Secretary of State