

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
S&C RESALE COMPANY**

File Number C 146145

I PETE T. CENARRUSA, 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: 7 November 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Stephen H. Holloway*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

NOV - 7 AM 10: 57

STATE OF IDAHO

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

- The name of the corporation is:
S&C Resale Company
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 10/08/02
- The address of its principal office is:
1770 Promontory Circle, Greeley, CO 80634
- The address to which correspondence should be addressed, if different from item 5, is:

- The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, ID 83702
and its registered agent in Idaho at that address is: C T Corporation System
- The names and respective business addresses of its directors and officers are:

| Name | Office | Address |
|-----------------------|--|--|
| <u>John N. Simons</u> | <u>President</u> | <u>1770 Promontory Circle, Greeley, CO 80634</u> |
| <u>Danny Herron</u> | <u>CFO, Vice President, Treas and Sec.</u> | <u>1770 Promontory Circle, Greeley, CO 80634</u> |
| <u>John R. Muse</u> | <u>Director</u> | <u>200 Crescent Ct., Ste. 1600, Dallas, TX 75201</u> |
| <u>Joe Colonna</u> | <u>Director</u> | <u>200 Crescent Ct., Ste. 1600, Dallas, TX 75201</u> |

Dated: October 30, 2002

Signature: *Danny C. T. Herron*

Typed Name: Danny Herron

Capacity: CFO and Vice President

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
11/07/2002 05:00
CK: 1210100196 CT: 69229 BH: 644946
1 @ 100.00 = 100.00 AUTH PRD # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C146145

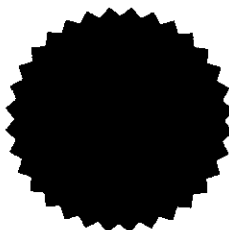
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "S&C RESALE COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2071892

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DATE: 11-05-02