

Department of State.

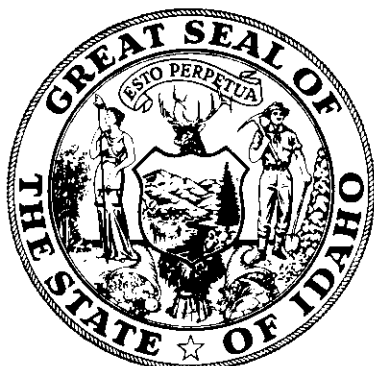
**AMENDED CERTIFICATE OF AUTHORITY
OF**

KAY SPRINGS, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **KAY SPRINGS, INCORPORATED** for an Amended 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 Amended Certificate of Authority to **KELWAY LIQUIDATING CORP.** to transact business in this State under the name **KELWAY LIQUIDATING CORP.** and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated April 21, 19 1986.



Pete T. Cenarrusa
SECRETARY OF STATE

John J. Clark
Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

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SEC. OF STATE
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1. A Certificate of Authority was issued to the corporation by your office on July 12, 19 82, authorizing it to transact business in the State of Idaho under the name of Kay Springs, Incorporated.
2. Its corporate name has been changed to Kelway Liquidating Corp.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is Kelway Liquidating Corp.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated March 24, 19 86.

KAY SPRINGS, INCORPORATED

By Edwin G. Krakauer
Edwin G. Krakauer
Its _____ President

KAY SPRINGS, INCORPORATED

And William Krakauer
William Krakauer

Its Nathaniel Silverman Secretary
NATHANIEL SILVERMAN
NOTARY PUBLIC State of New York
No. 015146-0331
Qualified in Nassau County
Commission Expires March 30, 1986

STATE OF NEW YORK)
COUNTY OF NASSAU) ss:

I, NATHANIEL Silverman, a notary public, do hereby certify that on this 24th day of March, 19 86, personally appeared Edwin G. Krakauer

(continued on reverse)

before me Edwin G. Krakauer, who being by me first duly sworn.

declared that he is the President of Kay Springs, Incorporated

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.



Notary Public

State of New York } ss.:
DEPARTMENT OF STATE

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It is Hereby Certified, That a Certificate of Amendment of

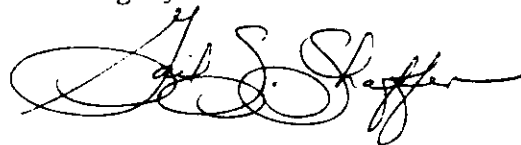
KAY SPRINGS INCORPORATED

changing name to

KELWAY LIQUIDATING CORP.

was filed in this Department on the 19th day of February, 1986.

Witness *my hand and the official seal of the*
Department of State at the City of
Albany, this 26th day
of March one thousand
nine hundred and eighty-six



Secretary of State