

Department of State

**CERTIFICATE OF AUTHORITY
OF
INTEGRATED RESOURCES INVESTMENT CENTERS, INC.**

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

Dated May 19, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

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 statement:

1. The name of the corporation is Integrated Resources Investment Centers, Inc.

2. The name which it shall use in Idaho is Same as above

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

3. It is incorporated under the laws of the State of Delaware

4. The date of its incorporation is April 11, 1983 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 1209 Orange Street, Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

733 Third Avenue, New York, NY 10017 Attn: JoAnn Peterson, 24th Floor

7. The street address of its proposed registered office in Idaho is 300 North 6th Street

Boise, Idaho 83701

and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Securities Broker-Dealer

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

Name	Office	Address
Creighton Lacey-Baker	Director	733 Third Avenue New York, NY 10017
Gregory P. Brakovich	Director	733 Third Avenue New York, NY 10017
Tod Parrott	Director	666 Third Avenue New York, NY 10017
Gerald G. Cunningham	Chairman, Director, President	94111 655 Montgomery St., San Francisco, CA
James A. Steinke	Director	733 Third Avenue New York, NY 10017
James Hoejke	Senior V.P.	655 Montgomery St. San Francisco, CA 94111

(continued on reverse)

Name	Office	Address
Gabriel J. Lotesto	Treasurer	733 Third Avenue New York, NY 10017
K.C. Cunningham	Senior V.P.	655 Montgomery St., San Francisco, CA 94111
Harald S. Dulberg	Secretary	733 Third Avenue New York, NY 10017
Brad L. Einhaus	Senior V.P.	655 Montgomery St., San Francisco, CA 94111
Robert B. Twomey	Compliance V.P.	655 Montgomery St., San Francisco, CA 94111

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: 5/9/88

Integrated Resources Investment Centers, Inc.

(Corporation Name)

By

Gerald G. Cunningham
(Please specify)

and

Harald S. Dulberg
(Please specify)

STATE OF New York)

COUNTY OF New York) ss:

I, JoAnn S. Peterson, a notary public, do hereby certify that on this 9th day of May, 19 88, personally appeared before me Gerald G. Cunningham, who being by me first duly sworn, declared that (s)he is the President of Integrated Resources Investment Centers, Inc.

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

JOANN S. PETERSON
Notary Public, State of New York
No. 41 - 4843785
Qualified in Queens County
Commission Expires 12/31/91

JoAnn S. Peterson
Notary Public
JoAnn S. Peterson

State of Delaware

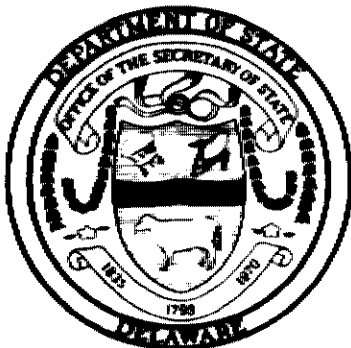
RECEIVED
SEC. OF STATE

88 MAY 19 AM 9 09

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY INTEGRATED RESOURCES INVESTMENT CENTERS, INC. 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 DATE SHOWN BELOW.

: : : : : : : :



728134084

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

:1702321

DATE:

05/13/1988