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STATE OF OREGON

Office of the Secretary of State *Corporation Division*

SECRETARY OF STATE
MAY 16 11 09 AM '95

I, *Janet Sullivan*, Director of the Corporation Division,
DO HEREBY CERTIFY:

MANAGEMENT COMPENSATION GROUP, NORTHWEST, INC.
was filed under the Oregon
Business Corporation Act
on **October 11, 1994**
Articles of Merger
were filed on **April 26, 1995**
merging with and into
SSSH CORPORATION
changing its name to
MANAGEMENT COMPENSATION GROUP, NORTHWEST, INC.

I further certify that
MANAGEMENT COMPENSATION GROUP, NORTHWEST, INC.
is active on the records of the Corporation Division as of the date of this certificate.



Janet Sullivan
Director

BY *[Signature]*
DATE May 11, 1995

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