

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
CAMBRIDGE INTEGRATED SERVICES GROUP, INC.**

File Number C 134364

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: June 20, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

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

1. The name of the corporation is Cambridge Integrated Services Group, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Pennsylvania
4. Its date of incorporation is 6/14/93
5. The address of its principal office is 123 N. Wacker Dr., Law Dept. 13th FL., Chicago, Illinois 60606
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 1401 Shoreline Dr., Boise, ID 83702.
_____, and its registered agent in Idaho at that address is Corporation Service Company.
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 6/14/2000

Cambridge Integrated Services Group, Inc.
(Corporation name)

By Catherine M. Lyczko
Catherine M. Lyczko

Its _____ Vice President
(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE

(If using pre-paid account)

~~06,200.00~~ us \$ ~~00.00~~
CK: 107160907 CT: 21069 BH: 327052

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

g:\corpforms\CA2 pm6 Revised 4/97

DIRECTORS

Tracey A. Carragher	Director	55 Railroad Ave., Greenwich, CT 06836
Stephen A. Eisenmann	Director	123 N. Wacker Dr., Chicago, IL 60606
Michael D. Rice	Director	123 N. Wacker Dr., Chicago, IL 60606

OFFICERS

Tracey A. Carragher	Chairman	55 Railroad Ave., Greenwich, CT 06836
Stephen A. Eisenmann	President	123 N. Wacker Dr., Chicago, IL 60606
Arlene H. Hardy	Treasurer	123 N. Wacker Dr., Chicago, IL 60606
Jerome S. Hanner	Vice President & Assistant Secretary - Law	123 N. Wacker Dr., Chicago, IL 60606
Jerome I. Baer	Vice President - Taxes	123 N. Wacker Dr., Chicago, IL 60606
James J Bond	Executive Vice President & Chief Financial Officer	8 Centre Dr., Jamesburg, NJ 08831
Jack Burger	Assistant Secretary	1580 Valley Center Pkwy., Bethlehem, PA 18017
Wendy G. Carroll	Vice President	6800 Owensmouth Ave., Canoga Park, CA 91303
Arlene Jeschke	Assistant Secretary - Law	123 N. Wacker Dr., Chicago, IL 60606
Allison Kalban-Gernett	Senior Vice President	8 Centre Dr., Jamesburg, NJ 08831
Cherie Lewis	Assistant Secretary	2122 E. Highland, Phoenix, AZ 85016
Catherine M. Lyczko	Vice President & Assistant Secretary - Law	123 N. Wacker Dr., Chicago, IL 60606
Michael Mediterraneo	Senior Vice President	12005 Ford Rd., Dallas, TX 75234
Ellen R. Perle	Vice President	Two World Trade Center, New York, NY 10048
John C. Rittenhouse	Division President	230 W. Monroe, Chicago, IL 60606
James Robertson	Division President	12005 Ford Rd., Dallas, TX 75234
Richard R. Rothman	Executive Vice President	10911 White Rock Rd., Rancho Cordova, CA 95670
John K. Shea	Division President	8 Centre Dr., Jamesburg, NJ 08831
Michael Shook	Senior Vice President	230 W. Monroe, Chicago, IL 60606
Paul T. Slamar	Vice President & Assistant Secretary	123 N. Wacker Dr., Chicago, IL 60606
L. Keller Smith	Division President	1345 River Bend Dr., Dallas, TX 75247
Michael J. Sweeney	Division President	110 Gibraltar Rd., Horsham, PA 19044
William D. Teberg	Vice President	123 N. Wacker Dr., Chicago, IL 60606
David A. Wichmann	Vice President	123 N. Wacker Dr., Chicago, IL 60606
Lee Yeager	Assistant Secretary	1580 Valley Center Pkwy., Bethlehem, PA 18017
Keith Zimmerman	Executive Vice President	12005 Ford Rd., Dallas, TX 75234
Anthony R. Zumbano	Division President	805 E. Broward Blvd., Ft. Lauderdale, FL 33301

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

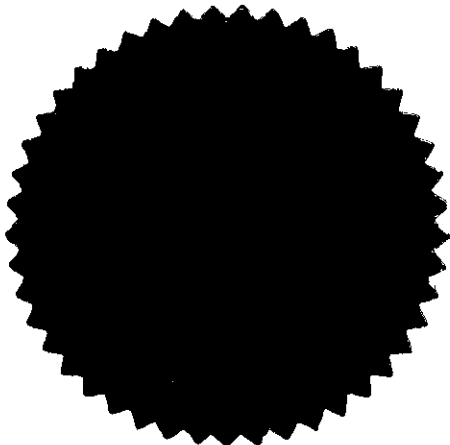
JUNE 08, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

CAMBRIDGE INTEGRATED SERVICES GROUP, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim D'Amico

Secretary of the Commonwealth

DPOS