



Department of State.

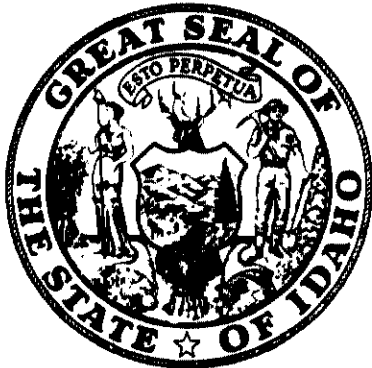
**CERTIFICATE OF AUTHORITY
OF**

U.S. COMPLIANCE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of U.S. COMPLIANCE CORPORATION 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 U.S. COMPLIANCE CORPORATION to transact business in this State under the name U.S. COMPLIANCE CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 13, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth B. Zabala

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 U.S. Compliance Corporation

2. The name which it shall use in Idaho is U.S. Compliance Corporation

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

3. It is incorporated under the laws of New York

4. The date of its incorporation is January 29, 1990 and the period of its duration is Permanent

5. The address of its principal office in the state or country under the laws of which it is incorporated is

189 Montague Street, Brooklyn, NY 11201

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

Same.

7. The street address of its proposed registered office in Idaho is 1508 N. 13th, Suite A
Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is Irma L. Espinosa

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

System design and implementation of material management program;
consulting and operating services in satisfying affirmative action programs.

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

Name	Office	Address
<u>Pamela Lemley</u>	<u>Chairperson & Treasurer</u>	<u>2045 Table Rock Rd., Boise 83712</u>
<u>Irma L. Espinosa</u>	<u>Vice President</u>	<u>477 Ave. H #315, Boise, 83712</u>
<u>Edgardo Castro</u>	<u>Vice President/Systems</u>	<u>3403 Brampton, Boise 83706</u>
<u>Andrew Fisher</u>	<u>Director</u>	<u>127 Great Kills Rd, Staten Island, NY 10308</u>
<u>Jack Ely</u>	<u>Director</u>	<u>120 Washington Post Dr. S, Wilton, CT 06897</u>

(continued on reverse)

Name

Office

Address

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: _____

U.S. Compliance Corporation

(Corporation Name)

By Jana J. Espinosa
Its President/ Vice President (please specify)

and _____
Its Secretary/ Assistant Secretary (please specify)

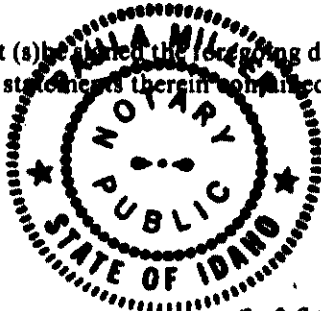
STATE OF Idaho)

) ss:

COUNTY OF Ada)

I, Paul K Miller, a notary public, do hereby certify that on this 12th day of December, 19 90, personally appeared before me Jana Espinosa, who being by me first duly sworn, declared that (s)he is the Vice President of U.S. Compliance Corp.

that (s)he executed the foregoing document as V.P. of the corporation and that the statements therein contained are true.



Paul K Miller
Notary Public

EXPRES 5/6/94

State of New York }
Department of State } SS:

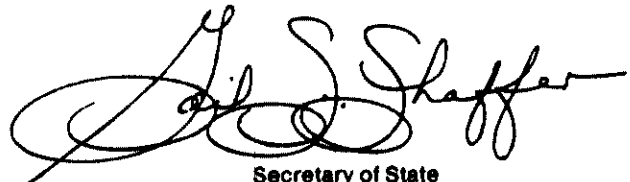
I Hereby Certify, *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

US COMPLIANCE CORPORATION

the certificate of incorporation of which corporation was filed January 29, 1990, with perpetual duration,

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness *my hand and the official seal of the Department of State at the City of Albany, this 29th day of November one thousand nine hundred and ninety*


Secretary of State