



Department of State.

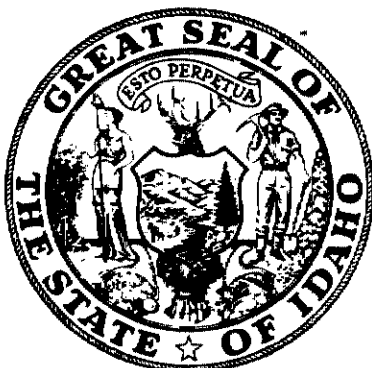
**CERTIFICATE OF AUTHORITY
OF**

KENEXPLORE INC.

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

Dated June 30, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
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 Kenexplore Inc.

2. The name which it shall use in Idaho is _____

(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 Delaware

4. The date of its incorporation is 4/17/89 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 c/o CT Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

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

10 East South Temple Street, Salt Lake City, Utah 84147

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 CT CORPORATION SYSTEM

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

To engage in any lawful act or activity for which corporations may engage under the Idaho Code.

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

| Name | Office | Address |
|----------------------------|--------|---------|
| <u>See attached sheets</u> | | |
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(continued on reverse)

| Name | Office | Address |
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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: June 22, 1989

Kenexplore Inc.

(Corporation Name)

By _____

[Signature]
Its President/ Vice President (please specify)

and _____

[Signature]
Its Secretary/ Assistant Secretary (please specify)

STATE OF New York)

COUNTY OF New York) ss:

I, David H Schapiro, a notary public, do hereby certify that on

this 22d day of June, 19____, personally appeared before

me Leslie A Boden, who being by me first duly sworn, declared that (s)he

is the Sr V.P. of Kenexplore Inc.

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

DAVID H. SCHAPIRO
NOTARY PUBLIC, State of New York
No. 24-4924113
Qualified in Kings County
Commission Expires February 22, 1991

[Signature]

Notary Public

LIST OF DIRECTORS

1. George C. Beals
c/o the RTZ Corporation PLC
6 St. James's Square
London SW1Y 4LD
England
2. Leslie A. Broder
c/o The RTZ Corporation PLC
6 St. James's Square
London SW1Y 4LD
England
3. David E. Salisbury
c/o Van Cott, Bagley, Cornwall & McCarthy
50 South Main Street, Suite 1600
P.O. Box 45340
Salt Lake City, Utah 84144
4. M. Scott Woodland
c/o Van Cott, Bagley, Cornwall & McCarthy
50 South Main Street, Suite 1600
P.O. Box 45340
Salt Lake City, Utah 84144
5. Richard K. Sager
c/o Van Cott, Bagley, Cornwall & McCarthy
50 South Main Street, Suite 1600
Salt Lake City, Utah 84144

LIST OF OFFICERS

President: George C. Beals
c/o The RTZ, Corporation PLC
6 St. James's Square
London SW1Y 4LD
England

Senior Vice President: Leslie A. Broder
c/o The RTZ Corporation PLC
6 St. James's Square
London SW1Y 4LD
England

Vice-President and
Treasurer: David E. Salisbury
c/o Van Cott, Bagley, Cornwall & McCarthy
50 South Main Street, Suite 1600
P.O. Box 45340
Salt Lake City, Utah 84144

Vice-President and
Secretary: M. Scott Woodland
c/o Van Cott, Bagley, Cornwall & McCarthy
50 South Main Street, Suite 1600
P.O. Box 45340
Salt Lake City, Utah 84144

Vice-President and
Assistant Secretary: Richard K. Sager
c/o Van Cott, Bagley, Cornwall & McCarthy
50 South Main Street, Suite 1600
P.O. Box 45340
Salt Lake City, Utah 84144

Assistant Secretary: Richard H. Wolf
c/o Fried, Frank, Harris, Shriver &
Jacobson
One New York Plaza
New York, New York 10004



State of DELAWARE

Office of SECRETARY OF STATE

JUN 30 9 01 AM '89
SECRETARY OF STATE

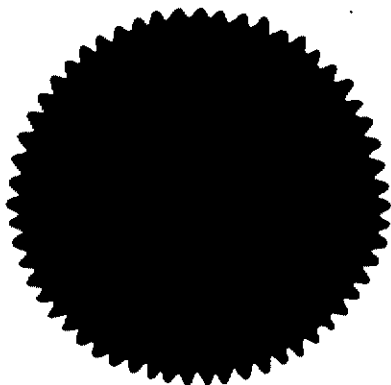
I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Incorporation of "KENEXPLORE INC.", was
received and filed in this office the seventeenth day of April, A.D. 1989, at 10
o'clock A.M.

And I do hereby further certify that the aforesaid Certificate of Incorporation
is the only paper of record, the Corporation in question not having filed an amendment
nor having made any change whatever in the original Certificate as filed.

And I do hereby further certify that the aforesaid Corporation is duly
incorporated under the laws of the State of Delaware and is in good standing and has
a legal corporate existence not having been cancelled or dissolved so far as the
records of this office show and is duly authorized to transact business.

And I do hereby further certify that no Franchise Taxes have been assessed to
date.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-seventh *day*
of June *in the year of our Lord*
one thousand nine hundred and eighty-nine.



Michael Harkins
Michael Harkins, Secretary of State