

State of Idaho

Department of State

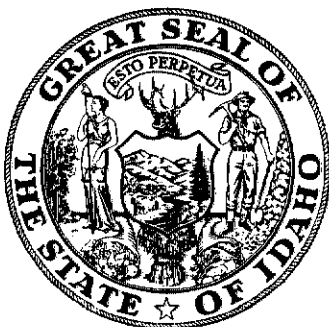
CERTIFICATE OF AUTHORITY OF

CTC CONSULTING, INC.
File number C 113018

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

Dated: December 18, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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10 56 AM '95
SECRETARY OF STATE
STATE OF IDAHO

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 CTC Consulting, 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 Oregon

4. The date of its incorporation is February 6, 1985* and the period of its duration,
*(corporation had no operations until April 1, 1994)
if other than perpetual, is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is
4380 SW Macadam Avenue, Suite 450, Portland, Oregon 97201

6. The address to which correspondence should be addressed, if different than item 5, is
Carol Dey Hibbs
Tonkon Torp Galen Marmaduke & Booth, 888 SW Fifth Ave, Suite 1600, Portland, OR 97204

7. The street address of its proposed registered office in Idaho is 200 North 4th Street,
Suite 30, Boise, Idaho 83702, and the name of its proposed
registered agent in Idaho at that address is Mr. Garbis P. Mechigian III

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
to engage in any lawful act or activity in which foreign corporations may
engage under the Idaho Business Corporation Act.

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE
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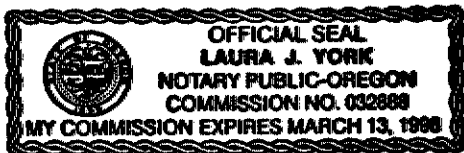
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Nancy Louise Jacob	Chairman and CEO	4380 SW Macadam Ave, Suite 450, Portland, OR 97201
Ralph C. Rittenour, Jr.	President and Director	4380 SW Macadam Ave, Suite 450, Portland, OR 97201
Garbis P. Mechigian III	Vice President	200 N. Fourth St., Suite 30, Boise, Idaho 83702
Beverly J. DeRouchey	Vice President	4380 SW Macadam Ave, Suite 450, Portland, OR 97201
Marvin Daniel Vukovich	CFO	4380 SW Macadam Ave, Suite 450, Portland, OR 97201

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 12/6/95



CTC Consulting, Inc.

(Corporation name)

By Nancy Jacob
Nancy Jacob, Chairman and Chief Executive Officer
and Laura York
Laura York, Its Secretary/Assistant Secretary (please specify)

STATE OF Oregon)
COUNTY OF Multnomah) ss:

I, Laura York, a notary public, do hereby certify that on this 6th day of December, 19 95, personally appeared before me Nancy Jacob, who being by me first duly sworn, declared that (s)he is the Chairman and CEO of CTC Consulting, Inc.

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

Laura York
Notary Public

STATE OF OREGON

Office of the Secretary of State Corporation Division

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

CTC CONSULTING, INC.

was

incorporated

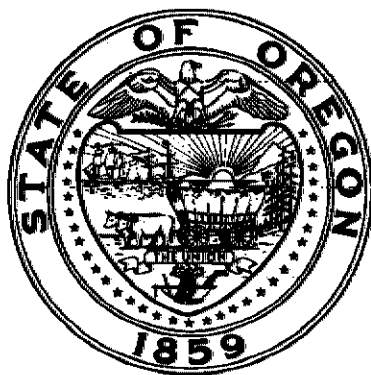
under the Oregon

Business Corporation Act

on

February 6, 1985

and is active on the records of the Corporation
Division as of the date of this certificate.



Janet Sullivan

Director

BY

James L. Lowder

DATE December 11, 1995