

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

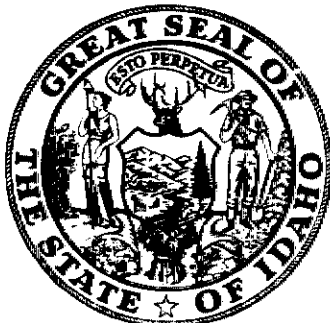
RIBBON XCHANGE USA, LTD.

File Number C 123930

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: May 6, 1998



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: FILE
MAY -6 AM 10:10

1. The name of the corporation is Ribbon X Chang USA LTD
2. The name which it shall use in Idaho is Same as Above
3. It is incorporated under the laws of DELAWARE
4. Its date of incorporation is 70/24 7/13/96
5. The address of its principal office is 2973 Harbor Blvd #152
Costa MESA CA 92626
6. The address to which correspondence should be addressed, if different from item 5, is 2973 Harbor Blvd. Ste 152 Costa Mesa, CA 92626
7. The street address of its registered office in Idaho is 200 North 23rd Street, Boise, Idaho 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
<u>Roy Colic</u>	<u>Pres.</u>	<u>2973 Harbor Blvd.</u> <u>Costa Mesa, CA 92626</u>
<u>TEDDY L. CALL</u>	<u>V. Pres</u>	<u>2945 Maui Pl.</u> <u>Costa MESA, CA 92626</u>

Dated: 4/30/98

Ribbon X Chang USA LTD
(Corporation name)

By Teddy L. Call

Its Vice Pres.
(specify capacity of signer)

Customer Acct # :

(If using pre-printed SECRETARY OF STATE
Secretary of State use only)

05/06/1998 09:00

CR: 2311 CI: 25695 BH: 187997

1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 CORP SUR

0123930

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIBBON XCHANGE USA, LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 1998.

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 THE SAID "RIBBON XCHANGE USA, LTD." WAS INCORPORATED ON THE THIRTIETH DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9061855

DATE:

05-05-98