

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ZT&H ADVENTURE COMPANY**

File Number C 142959

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: March 14, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED/EFFECTIVE

2002 MAR 14 PM 3:32

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

SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is: ZT&H Adventure Company
- The name which it shall use in Idaho is: ZT&H Adventure Company
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: March 13, 2002
- The address of its principal office is: 738 S. Perry Lane, Ste. 6, Tempe, AZ 85281
- The address to which correspondence should be addressed, if different from item 5, is:
same
- The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is: C T Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Dawn M. Smith</u>	<u>President; Secy. & Treas.</u>	<u>738 S. Perry Lane, Ste. 6, Tempe, AZ 85281</u>
<u>Andrew R. Smith</u>	<u>Vice President</u>	<u>738 S. Perry Lane, Ste. 6, Tempe, AZ 85281</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 3-13-02

Signature: *Dawn M. Smith*

Typed Name: Dawn M. Smith

Capacity: President

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

g:\apps\trans\org
trans\app\trans\authority_prof\and
Revised 01/2001

C 142959

IDAHO SECRETARY OF STATE
03/14/2002 05:00
CK: 86822 CT: 20168 BH: 452173
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

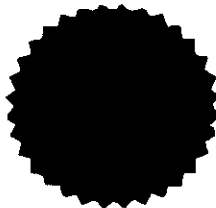
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZT&E ADVENTURE COMPANY" 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 FOURTEENTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3502032 8300

AUTHENTICATION: 1664987

020168753

DATE: 03-14-02

MAR 14 2002 13:55

302 655 182

96%

P.02
TOTAL P.03

Received 03-14-2002 13:55

From-602 266 8604

To-EBERLE BERLIN

Page 003