

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

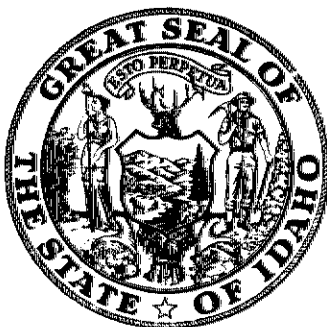
GRANITE FINANCIAL, INC.

File number C 118024

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

Dated: January 27, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Melby J. Clark*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:
Granite Financial, Inc.

1. The name of the corporation is _____
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is June 20, 1996 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
1013 Centre Road, Wilmington, DE 19805
6. The address to which correspondence should be addressed, if different than item 5, is _____
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 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 for which a corporation may be organized
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list		
10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 1/6/97

Granite Financial, Inc.

(Corporation name)

By _____

President

Its President, Vice President, Secretary or Assistant Secretary
(Please specify)

Secretary of State use only

IDAHO SECRETARY OF STATE

DATE 01/17/1997 0900 56251

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CK #: 1591 CUST# 16058

AUTH PRO

1@ 100.00= 100.00

NAMES AND ADDRESSES OF DIRECTORS.

JAN 17 10 39 AM '97
SECRETARY OF STATE
STATE OF IOWA

<u>NAME</u>	<u>ADDRESS</u>
1. William W. Whener:	8480 W. 81st Drive, Arvada, CO. 80005.
2. James E. Lewis:	6056 S. Chester Way, Englewood, CO. 80111.
3. Laurence A. Schiffer:	3 Terryhill, St. Louis, MO. 63131.
4. Andrew S. Love:	16 W. Moreland Place, St. Louis, MO. 63108.
5. William S. Cobb:	6424 W. 91st Avenue, Westminster, CO. 80030.

NAMES AND ADDRESSES OF OFFICERS.

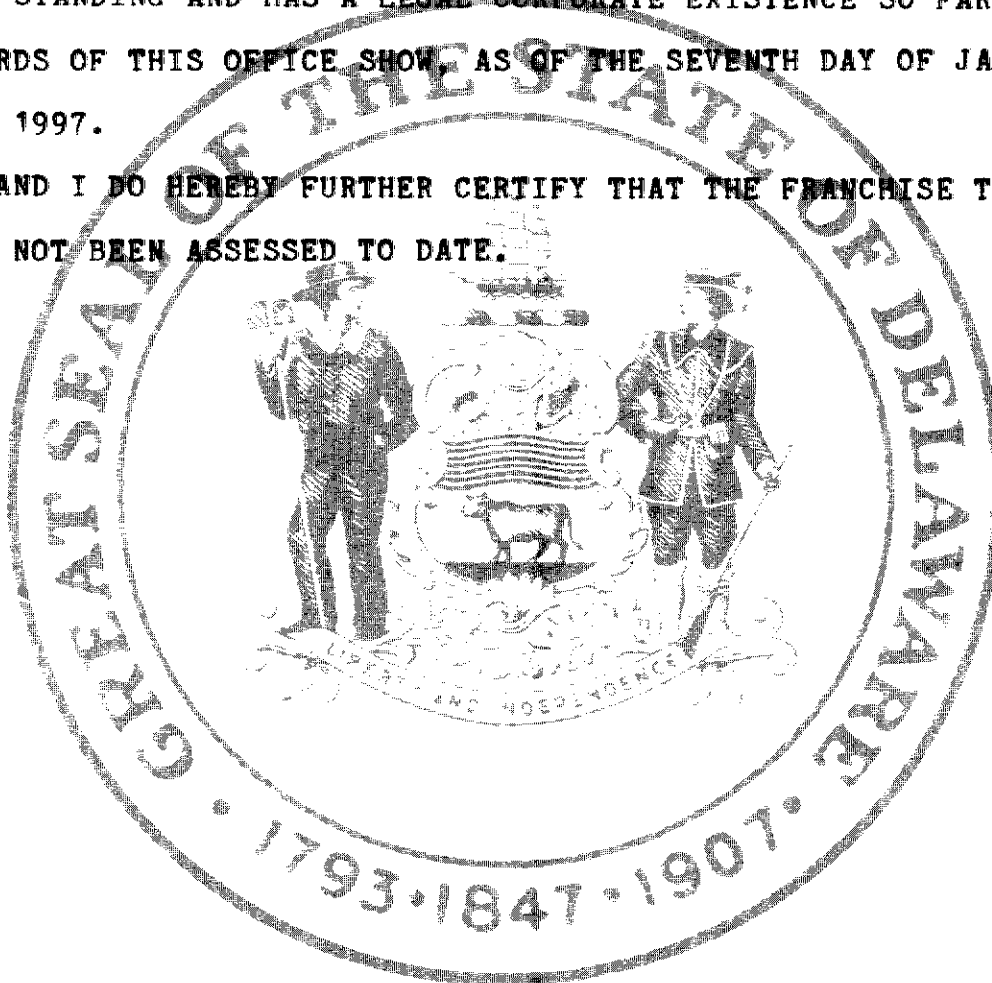
<u>NAME AND TITLE</u>	<u>ADDRESS</u>
President: William W. Wehner:	8480 W. 81st Drive, Arvada, CO. 80005.
Secretary: William A. Wiese:	4219 S. Kilarney, Aurora, CO. 80013.
Sr. VP: Mark H. Speres:	2566 W. 110th Place, Westminster, CO. 80234.

State of Delaware
Office of the Secretary of State

JAN 17 10 39 AM '97
SECRETARY OF STATE
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRANITE FINANCIAL, INC." 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 SEVENTH DAY OF JANUARY, A.D. 1997.

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



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971005878

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8274735

01-07-97