

96020/8584

State of Idaho

Department of State

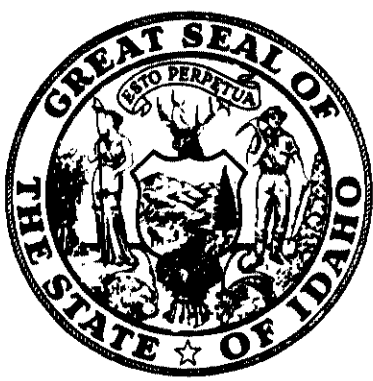
CERTIFICATE OF AUTHORITY OF

SMITH-WESTERN CO.

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

Dated August 7, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

Lucy J. Clark
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:

RECEIVED

91 AUG 7 AM 8 32

1. The name of the corporation is Smith-Western Co.

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 Washington

4. The date of its incorporation is April 18, 1960 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 1525-35 Broadway, Tacoma, WA 98402

6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 1573, Tacoma, WA 98401

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:

Solicitation and procurement of orders for postcards and souvenir items which orders require acceptance at the Washington State offices before becoming binding contracts as well as related acts, i.e., securing or collecting debts, maintaining

9. The names and respective addresses of its directors and officers are: or defending any action or suit re: claims or disputes

Name	Office	Address
<u>Kyle S. Smith</u>	<u>Director</u> <u>Chief Executive</u>	<u>3002 W Parkway, Tacoma WA 98466</u>
<u>Kyle W. Smith</u>	<u>Director</u> <u>President</u>	<u>910 51st St SW, Tacoma, WA 98466</u>
<u>Douglas A. Van Arsdall</u>	<u>VP Operations</u>	<u>10806 Interlaken SW, Tacoma, WA 98498</u>
<u>Paul LaFranchi</u>	<u>VP Sales</u>	<u>6124 50th St Ct W, Tacoma, WA 98467</u>
<u>Elizabeth J. Smith</u>	<u>Director</u> <u>Secretary</u>	<u>3002 W Parkway, Tacoma, WA 98466</u>
_____	_____	_____

(continued on reverse)

Name

Office

Address

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: July 10, 1991

Smith-Western Co.

(Corporation Name)

By Kyle W. Smith President

Its President / Vice President (please specify)

and Patricia J. Smith

Its Secretary / Assistant Secretary (please specify)

STATE OF Washington)

COUNTY OF Pierce) ss:

I, Patricia J. Smith, a notary public, do hereby certify that on

this 10th day of July, 19 91, personally appeared before

me Kyle W. Smith, who being by me first duly sworn, declared that (s)he

is the President of Smith-Western Co.

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

Patricia J. Smith
Notary Public



RECEIVED
SEC. OF STATE
91 AUG 7 AM 8 32

STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

SMITH-WESTERN CO.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporation in Washington on April 18, 1960.

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: August 1, 1991

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State