

State of Idaho

Department of State

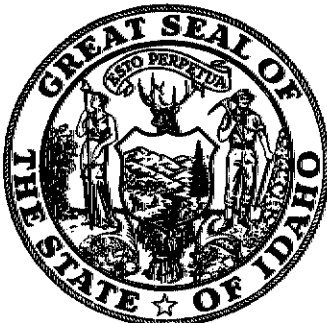
CERTIFICATE OF AUTHORITY OF

PICACHO DEVELOPMENT CORP.
File number C 107180

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

Dated: August 1, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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SEC. OF STATE

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 Picacho Development Corp.

2. The name which it shall use in Idaho is Same

(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 Delaware

4. The date of its incorporation is AUGUST 2, 1968 and the period of its duration, 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

PRENTICE HALL CORP. SERVICES 32 LOCKERMAN SQ. # L-100 DOVER, DE 19904

6. The address to which correspondence should be addressed, if different than item 5, is

10 Box 923 Ketchum ID 83340

7. The street address of its proposed registered office in Idaho is 118 Doe Run Ketchum ID

_____, and the name of its proposed registered agent in Idaho at that address is Gene Sallago

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

Management Office

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19940707 0900 11717 2
CK #: 315 CUST# 38929

CORP
1@ 120.00= 120.00

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Gene Dallago	Pres	118 Deer Run Ketchum ID 83340
Valerie Schmorzel	Sec/Treas	20 Woodvale Drive Laurel Hollow NY 11791
Estate of A.A. Hafer	Primary owner	1/2 Gene Dallago 118 Deer Run Ketchum ID 83340
Andrew Black	Director	50 McGilpin Rd Hutchbridge Ma 01566

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: June 27, 1994

PICACHO DEVELOPMENT
(Corporation name)
By Gene A. Dallago PRES
Its President/Vice President (please specify)
and Valerie D. Schmorzel SUP/SEC/TRES
Its Secretary/Assistant Secretary (please specify)

STATE OF IDAHO)
COUNTY OF BLAINE) ss:

I, DEBORAH MELLO, a notary public, do hereby certify that on
this 27 day of JUNE, 19 94, personally appeared before
me GENE A DALLAGO, who being by me first duly sworn, declared that (s)he
is the PRESIDENT of PICACHO DEVELOPMENT

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

Deborah Mello 11/22/99
Notary Public

State of Delaware
Office of the Secretary of State

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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PICACHO DEVELOPMENT CORP." 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 NINTH DAY OF JUNE, A.D. 1994.



William T. Quillen

William T. Quillen, Secretary of State

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AUTHENTICATION: 7144328

DATE: 06-09-94