

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
GRAD PARTNERS, INC.**

File Number C 141348

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: November 13, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Termini*



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:

1. The name of the corporation is GRAD PARTNERS, INC.
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 10/03/00
5. The address of its principal office is 12760 HIGH BLUFF DRIVE, SUITE 210, SAN DIEGO, CA 92130
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. 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
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED SHEET</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 09/20/01

GRAD PARTNERS, INC.
(Corporation name)

By DOUGLAS E. FEIST

Its SECRETARY
(specify capacity of signer)

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
11/14/2001 05:00
CK: 2146 CT: 153500 BH: 429385
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

GRAD PARTNERS, INC.

CORPORATE DIRECTORS AND OFFICERS

as of
October 3, 2000

Michael H. Shaut	Business Address: 16090 Parkland Drive Cleveland, OH 44120	DIRECTOR President
Stephen P. Latreille	Business Address: 7217 Lamplite Court Cincinnati, OH 45244	Sr. Vice President
Douglas L. Feist	Business Address: 12760 High Bluff Drive, Suite 210 San Diego, CA 92130	DIRECTOR Secretary
James G. Clark	Business Address: 12760 High Bluff Drive, Suite 210 San Diego, CA 92130	DIRECTOR Treasurer

State of Delaware
Office of the Secretary of State

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STATE OF DELAWARE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAD PARTNERS, 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 THIRTEENTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

3291003 8300

010454660



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1341539

DATE: 09-13-01