

State of Idaho

Office of the Secretary of State

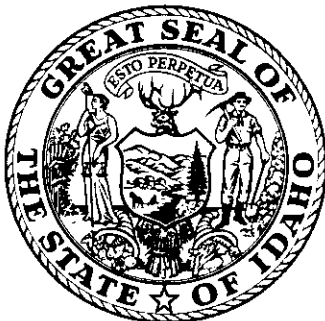
**CERTIFICATE OF AUTHORITY
OF
PORT OF SUBS INC.**

File Number C 153361

I, BEN YSURSA, 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: 1 March 2004



Ben Yursa

SECRETARY OF STATE

By *Kim Hunter*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE
2004 MAR -1 AM 9:33
CLERK OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

Port of Subs Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Nevada

4. Its date of incorporation is: 4/22/85

5. The address of its principal office is:

5365 Mae Anne Ave. Ste. A-29, Reno, NV 89523

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: 8162 W. Overland, Boise, ID 83709

and its registered agent in Idaho at that address is: Gabriella Drake

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

Name	Office	Address
<u>John R. Larsen</u>	<u>President</u>	<u>5365 Mae Anne A-29 Reno, NV 89523</u>
<u>Lisa Moore</u>	<u>Secretary</u>	<u>5365 Mae Anne A-29 Reno, NV 89523</u>
<u>Lisa Moore</u>	<u>Treasurer</u>	<u>5365 Mae Anne A-29 Reno, NV 89523</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 2/26/04

Signature: *Lisa Moore*

Typed Name: Lisa Moore

Capacity: Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corpforms\corp
forms\appforauthority_profit.pm6
Revised 07/2002

IDAHO SECRETARY OF STATE
03/01/2004 05:00
CK: 33722 CT: 176963 BH: 730000
1 @ 100.00 = 100.00 AUTH PRO # 2

C153361

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PORT OF SUBS INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 22, 1985, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on February 26, 2004.



Dean Heller

DEAN HELLER
Secretary of State

By

Sequeline usry
Certification Clerk