

State of Idaho

Office of the Secretary of State

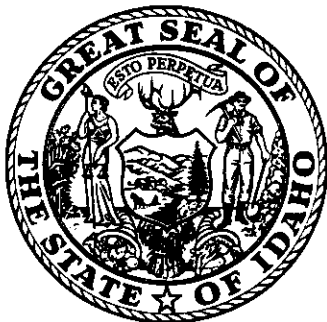
**CERTIFICATE OF AUTHORITY
OF
HLC FINANCIAL, INC.**

File Number C 147372

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: 28 January 2003



Ben Yursa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

RECEIVED JAN 28 AM 10:40

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

1. The name of the corporation is:

HLC Financial, Inc.

2. The name which it shall use in Idaho is: same as #1

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 6/23/98

5. The address of its principal office is: 4th floor c/o 555 California St, San Francisco, Ca. 94104

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: ^{principal}

Name	Office	Address
<u>Anthony M. Hagen</u>	<u>sole director & President</u>	<u>2059 Northlake Pkwy Tucker GA 33084</u>
<u>Mark Anderson</u>	<u>Secretary</u>	
<u>Robert A. Keyes</u>	<u>CEO & Treasurer</u>	<u>555 California St. San Francisco, Ca</u>
<u>Christine Costamagna</u>	<u>Asst. Secretary</u>	

Dated: 1/16/03

Signature: C. Costamagna

Typed Name: Christine Costamagna

Capacity: Asst. Secretary

Customer Acct # :
(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
01/28/2003 05:00
CK: 88669 CT: 20165 BH: 659479
1 @ 28.00 = 28.00 EXPDITE C # 2

IDAHO SECRETARY OF STATE
01/28/2003 05:00
CK: 3910102930 CT: 136065 BH: 659478
1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 28.00 = 28.00 CORP SUR # 4

IDA020 - 08/16/02 C.T. System Online

C147372

Delaware

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The First State

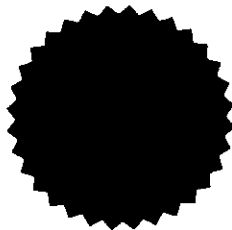
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HLC FINANCIAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JANUARY, A.D. 2003.

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

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

2911905 8300

030039960



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2214371

DATE: 01-21-03