

State of Idaho

Department of State

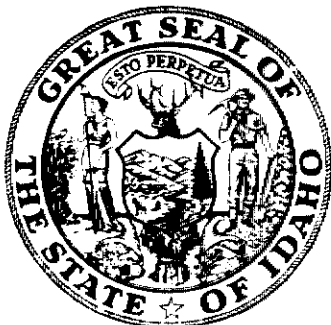
CERTIFICATE OF AUTHORITY OF

BOTANICA BIOSCIENCE CORPORATION
File number C 124868

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: July 16, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sabel*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

98 JUN 17 PM 1:52

SECRETARY OF STATE
STATE OF IDAHO

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 Botanica BioScience Corporation
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 July 11, 1995
5. The address of its principal office is 208 Spruce Avenue North, Suite 300
Ketchum ID 83340-6066
6. The address to which correspondence should be addressed, if different from item 5, is _____
P.O. Box 6066 Ketchum, ID 83340-6066
7. The street address of its registered office in Idaho is 208 Spruce Ave N., Suite 300
Ketchum, and its registered agent in Idaho at that address is Harold Meniz
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>E. Stephen Morrissey</u>	<u>President</u>	<u>P.O. Box 5894 Ketchum, ID</u>
<u>Jenny Morrissey</u>	<u>Secretary</u>	<u>P.O. Box 5894 Ketchum, ID</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 6.16.98

Botanica BioScience Corporation
(Corporation name)

By ES

Its President
(specify capacity of signer)

Customer Acct #: IDAHO SECRETARY OF STATE

(if using pre-paid account)

85717/1998 09:00
CK: 6338 CP: 100234-0000120585

1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 CORP SUR

Revised 7/97

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State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BOTANICA BIOSCIENCE CORPORATION" 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 JULY,
A.D. 1998.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2523326 8300

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AUTHENTICATION: 9185587

DATE: 07-09-98