



**Department of State**

**CERTIFICATE OF AUTHORITY  
OF**

**NORTH AMERICAN PHILIPS CORPORATION**

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

Dated **January 4, 1988**



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Shirley J. Clark*

Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

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SECRETARY OF STATE

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1. The name of the corporation is NORTH AMERICAN PHILIPS CORPORATION
2. The name which it shall use in Idaho is \_\_\_\_\_

(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 October 16, 1959 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange St., Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 100 East 42nd Street, New York, New York 10017

7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: The transaction of any and all lawful business for which corporations may be organized.

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

| Name              | Office | Address |
|-------------------|--------|---------|
| See Attached List |        |         |
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(continued on reverse)

Name

Office

Address

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- 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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: DECEMBER 23, 1987

NORTH AMERICAN PHILIPS CORPORATION

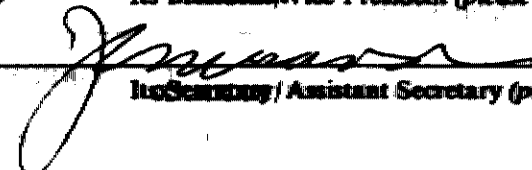
(Corporation Name)

By



Its ~~Director~~ Vice President (please specify)

and



Its Secretary/ Assistant Secretary (please specify)

STATE OF NEW YORK )

COUNTY OF NEW YORK ) ss:

I, ANNE K. HAHN, a notary public, do hereby certify that on


this 23rd day of DECEMBER, 19 87, personally appeared before

me Samuel J. Rozel, who being by me first duly sworn, declared that (X)he

is the Vice President of NORTH AMERICAN PHILIPS CORPORATION

that (X)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

ANNE K. HAHN  
NOTARY PUBLIC, State of New York  
No. 41-4681667  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires March 30, 1988

  
Notary Public

NORTH AMERICAN PHILIPS CORPORATION  
BUSINESS ADDRESSES

DIRECTORS:

CEES BRUYNES, CHAIRMAN

100 EAST 42ND STREET, NEW YORK, NY 10017

EMIL J. BOLING

THE UNIVERSITY OF TENNESSEE ANDY HOLT TOWER - SUITE 800, KNOXVILLE,  
TN 37996-0180

FLETCHER L. BYROM

PO BOX 1055, CAREFREE, AZ 85377

FRANK CHAPMAN

ROBINSON & COLE, ONE COMMERCIAL PLAZA, HARTFORD, CT 06103-3597

ROBERT G. DETTMER

388 WEST STREET, HARRISON, NY 10508

GERRIT JEELOP

N. V. PHILIPS' GLOEILAMPENFABRIEKEN, GROENEWOUDSEWEG 1, EINDHOVEN,  
THE NETHERLANDS

SCOTT C. LEA

PRESIDENT, REXHAM CORPORATION, P.O. BOX 2528, CHARLOTTE, NC 28211

CHARLES S. MINTER, JR.

238 PURITA PLACE, ANAPOLIS, MD 21401

HAMILTON B. MITCHELL

P.O. BOX 76, CASTINE, MAINE 04421 (MAY TO NOV.)

7779 NORTH VIA PICOLLINA, TUCSON, AZ 85741 (NOV. TO MAY)

ROBERT L. NEWELL

THE CONNECTICUT NATIONAL BANK, 777 MAIN STREET, HARTFORD, CT

ROBERT A. POWERS

GRAYHAMPTON LANE, GREENWICH, CT 06830

WILLIAM M. REES

THE CHUBB CORPORATION, 100 WILLIAM STREET, NEW YORK, NY 10038

JOSEPH A. RICE

IRVING TRUST COMPANY, ONE WALL STREET, NEW YORK, NY 10015

ROMEO J. VENTRES

CHAIRMAN & CEO, BORDEN, INC., 277 PARK AVENUE, NEW YORK, NY 10172

PIETER C. VINK

100 EAST 42ND STREET, NEW YORK, NY 10017

JOHANNES ZANTMAN

N.V. PHILIPS' GLOIELAMPENFABRIEKEN, GROENEWOUDSEWEG 1, EINDHOVEN,  
THE NETHERLANDS

NORTH AMERICAN PHILIPS CORPORATION  
BUSINESS ADDRESSES

OFFICERS:

CEES BRUYNES, CHAIRMAN AND PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

RICHARD A. DAUNORAS, EXECUTIVE VICE PRESIDENT AND  
CHIEF FINANCIAL OFFICER  
100 EAST 42ND STREET, NEW YORK, NY 10017

FRANK A. HOPKINS, EXECUTIVE VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

EDWARD L. KLEIN, EXECUTIVE VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

STEPHEN C. TUMMINELLO, EXECUTIVE VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

WINFRIED van't HOPF, EXECUTIVE VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

JOHANNES F. M. HAARSMAN, SENIOR VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

DANIEL F. MINAHAN, SENIOR VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

BRUCE D. BENGTSON, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

JAMES S. COLE, VICE PRESIDENT AND CONTROLLER  
100 EAST 42ND STREET, NEW YORK, NY 10017

WALLACE E. J. COLLINS, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

SANLEY I. CUNDEY, JR., VICE PRESIDENT AND TREASURER  
100 EAST 42ND STREET, NEW YORK, NY 10017

ARTHUR J. DOJAN, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

CHARLES F. DRANSFIELD, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

CHARLES E. FERGUSON, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

LARRY J. FRENCH, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

PAUL S. FRIEDLANDER, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

NORTH AMERICAN PHILIPS CORPORATION  
BUSINESS ADDRESSES

OFFICERS (Cont'd.):

PATRICK J. GREANEY, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

DONALD L. HAMILTON, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

SAMUEL J. ROZEL, VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL  
100 EAST 42ND STREET, NEW YORK, NY 10017

ALBERT A. RUTTNER, VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

EMIL J. MISISCO, STAFF VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

JAMES P. MOONEY, MD, STAFF VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

RONALD PHILLIPS, STAFF VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

JACK T. D. RICH, STAFF VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

DENIS J. RIORDAN, STAFF VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

LEWIS J. SHIOLENO, STAFF VICE PRESIDENT  
100 EAST 42ND STREET, NEW YORK, NY 10017

WILLIAM B. GERWIG, ASSISTANT SECRETARY  
100 EAST 42ND STREET, NEW YORK, NY 10017

EDWARD J. GOLDSTEIN, ASSISTANT SECRETARY  
100 EAST 42ND STREET, NEW YORK, NY 10017

JOHN P. KELLY, ASSISTANT SECRETARY  
100 EAST 42ND STREET, NEW YORK, NY 10017

JOSEPH C. MIRANDA, ASSISTANT SECRETARY  
100 EAST 42ND STREET, NEW YORK, NY 10017



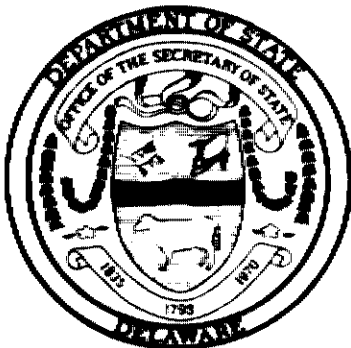
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**Office of Secretary of State**

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY NORTH AMERICAN PHILIPS 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 DATE SHOWN BELOW.

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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: :1514516

DATE: 12/23/1987