

# State of Idaho

## Department of State

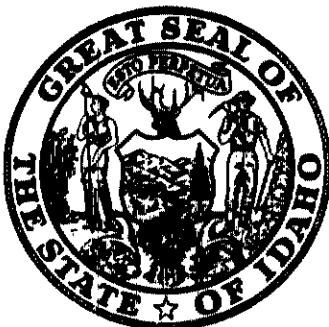
### CERTIFICATE OF AUTHORITY OF

QUALITY ASSET MANAGEMENT, INC.  
File number C 106446

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of QUALITY ASSET MANAGEMENT, INC. 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 QUALITY ASSET MANAGEMENT, INC. to transact business in this State under the name QUALITY ASSET MANAGEMENT, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 25, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

MA 25 10 19 AM '94

To the Secretary of State of Idaho

SECRETARY OF STATE

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:

1. The name of the corporation is Quality Asset Management, Inc.
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 September 27, 1993 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 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 909 East 10th Street, Sioux Falls,, South Dakota 57104
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 C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State  
Division of Corporations  
Statehouse, Room 203  
Boise, Idaho 83720

Secretary of State use only

IDAH0 SECRETARY OF STATE  
19940525 0900 83292 3  
CK #: 9983 CUST# 20572  
CORP 10 100.00= 100.00

ACA593

(IDAHO - 2542 - 7/13/93)

File Two Copies along with a Certificate of Corporate Status or Existence

Fee: \$100 if typed with no attachments  
\$120 if not type or if attachments are included

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

Name	Office	Address
<u>Charles Keenon</u>	<u>President</u>	<u>2500 Lake Cook Road, Riverwoods, Illinois 60015</u>
<u>Rick Chandler</u>	<u>Vice President</u>	<u>909 East 10th Street, Sioux Falls, South Dakota 57104</u>
<u>Dean Recker</u>	<u>Secretary</u>	<u>2500 Lake Cook Road, Riverwoods, Illinois 60015</u>
<u>Cynthia E Duntley</u>	<u>Treasurer</u>	<u>909 East 10th Street, Sioux Falls, South Dakota 57104</u>
<u>Steven J. Tanyko</u>	<u>Controller</u>	<u>909 East 10th Street, Sioux Falls, South Dakota 57104</u>
<u>John Davis</u>	<u>Director</u>	<u>909 East 10th Street, Sioux Falls, South Dakota 57104</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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: May 13, 1994

Quality Asset Management, Inc.

(Corporation Name)

By Charles Keenon  
Charles Keenon Its President/Vice President (please specify)

and Dean J. Recker  
Dean Recker Its Secretary/Assistant Secretary (please specify)

STATE OF Illinois

COUNTY OF Lake

I, James P. Swift, a notary public, do hereby certify that on  
this 18th day of May, 19 94, personally appeared before  
me Charles Keenon, who being by me first duly sworn, declared that (s)he  
is the President of \_\_\_\_\_

Quality Asset Management, Inc.

that (s)he signed the foregoing documents as President of the corporation and that  
the statements therein contained are true.

" OFFICIAL SEAL "  
JAMES P. SWIFT  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 11/28/95

James P. Swift  
Notary Public

## State of Delaware

## Office of the Secretary of State

Mar 25 10 19 AM '94

SECRETARY OF STATE  
I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUALITY ASSET MANAGEMENT, 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-THIRD DAY OF MAY, A.D. 1994.

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

*William T. Quillen*

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William T. Quillen, Secretary of State

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AUTHENTICATION: 7127340

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DATE: 05-23-94