

State of Idaho

Office of the Secretary of State

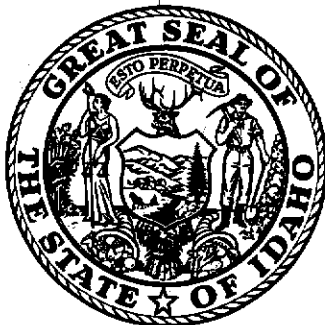
**CERTIFICATE OF AUTHORITY
OF
XYZ HOLDINGS, INC.**

File Number C 189395

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: December 13, 2010



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

10 DEC 13 PM 2:58

SECRETARY OF STATE
STATE OF IDAHO

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

- The name of the corporation is: XYZ HOLDINGS, INC.
- The name which it shall use in Idaho is: XYZ HOLDINGS, INC.
- It is incorporated under the laws of: Nevada
- Its date of incorporation is: August 11, 2010
- The address of its principal office is:
450 Hillside Dr Bldg B Ste 200 Mesquite, NV
89027
- The address to which correspondence should be addressed, if different from item 5, is:
PO Box 3326 Mesquite, NV 89024
- The street address of its registered office in Idaho is: 1008 Fillmore St Caldwell ID 83605
and its registered agent in Idaho at that address is: Gayle Strack
- The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>Gayle Strack</u>	<u>President</u>	<u>1008 Fillmore St Caldwell ID 83605</u>
<u>Gayle Strack</u>	<u>Secretary</u>	<u>1008 Fillmore St Caldwell ID 83605</u>
<u>Gayle Strack</u>	<u>Treasurer</u>	<u>1008 Fillmore St Caldwell ID 83605</u>
<u>Gayle Strack</u>	<u>Director</u>	<u>1008 Fillmore St Caldwell ID 83605</u>

Dated: 12/13/10

Signature: Gayle Strack

Typed Name: Gayle Strack

Capacity: President
[The signer must be a director or an officer of the corporation.]

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

Secretary of State use only

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forms\app\cert\state\authority_profit.pmd
Revised 09/20/06

IDAHO SECRETARY OF STATE
12/14/2010 05:00
CK: 207 CT: 249336 BH: 1250728
1 @ 100.00 = 100.00 AUTH PRO # 2

Web Form

C189395

SECRETARY OF STATE




CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, 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 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, **XYZ HOLDINGS, 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 August 11, 2010, 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 on December 13, 2010.




ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20101213-0853
You may verify this electronic certificate
online at <http://www.nvsos.gov/>