

State of Idaho

Department of State

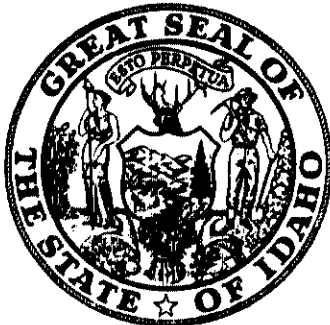
CERTIFICATE OF AUTHORITY OF

GROW GROUP, INC.

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

Dated: September 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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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1. The name of the corporation is GROW GROUP, INC.

2. The name which it shall use in Idaho is Grow Group, Inc.

(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 New York

4. The date of its incorporation is June 20, 1950 and the period of its duration, if other than perpetual, is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is 200 Park Avenue, New York, NY 10166

6. The address to which correspondence should be addressed, if different than item 5, is _____

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:

See Attachment No. 1

(Continued on reverse)

Submit applications 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

IDAHO SECRETARY OF STATE
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Russell Banks	President, CEO & Director	Grow Group, Inc. 200 Park Avenue, New York, NY 10166
Joseph M. Quinn	Exec. VP, COO & Director	Devoe & Reynolds Company 4000 Dupont Circle, Louisville, KY 40207
Lloyd Frank	Secretary & Director	Grow Group, Inc. 200 Park Avenue, New York, NY 10166
Frank V. Esser	Chief Financial Officer & Treasurer	Grow Group, Inc. 200 Park Avenue, New York, NY 10166
John F. Gleason	Exec. VP & Director	Grow Group, Inc. 200 Park Avenue, New York, NY 10166
Arthur W. Broslat	Director	Corimon, Jet Cargo International, Corimon M-674, P.O. Box 020010, Miami, FL 33102-0020
Philippe Erard	Director	Corimon, Jet Cargo International, Corimon M-674, P.O. Box 020010, Miami, FL 33102-0020
Clark Daugherty	Director	c/o Grow Group, Inc. 200 Park Avenue, New York, NY 10166
Peter L. Keane	Director	Lord Day & Lord, Barrett Smith 1675 Broadway, New York, NY 10019

See Attachment No. 2 for additional officers and directors.

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 20, 1993

GROW GROUP, INC.

(Corporation name)

By

R. Banks
its President/Vice-President (please specify)

and

[Signature]
its Secretary/Assistant Secretary (please specify)

STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

I, Corinne Loreto

, a notary public, do hereby certify that on

this 20th day of August, 19 93, personally appeared before

me Russell Banks and Lloyd Frank, who being by me first duly sworn, declared that ~~(s)he~~ they

are President & Secretary of Grow Group, Inc.

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

Corinne Loreto

Notary Public

CORINNE LORETO
Notary Public, State of New York
No. 03-4601562
Qualified in Bronx County
Cert. Filed in New York County
Commission Expires 12-31-94

Attachment No. 1

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

A. To manufacture, process, construct, develop, assemble and produce in any way, to sell, lease, supply, and distribute in any way, to purchase, lease, mine, extract, and acquire in any way, to own, operate, experiment with, deal in, service, finance, and use in any way chemicals, paints, solvents, equipment, apparatus, appliances, devices, structures, materials, processes, information, tangible and intangible property, services and systems of every kind, nature and description for any application or purpose whatsoever, including but not limited to industrial, utility, consumer, defense, governmental, scientific, educational, cultural, financial, recreational, agricultural, transportation, construction, mining, and communication applications or purposes.

B. To conduct studies and research and development, and to engage in any other activity relating to the development, application, and dissemination of information concerning science, technology, and other fields of endeavor.

C. To acquire by purchase, subscription, or otherwise all or part of any interest in the property, assets, business, or good will of any corporation, association, firm, or individual and to dispose of, or otherwise deal with such property, assets, business or good will.

D. To engage in any activity which may promote the interests of the corporation, or enhance the value of its property, to the fullest extent permitted by law, and in furtherance of the foregoing purposes to exercise all powers now or hereafter granted or permitted by law.

Attachment No. 2

Continued:

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
Michael R. Koplik	Director	Perry H. Koplik & Sons, 505 Park Ave., New York, NY 10022
Angus N. MacDonald	Director	c/o Grow Group, Inc., 200 Park Ave., New York, NY 10166
Robert J. Milano	Director	c/o Grow Group, Inc., 200 Park Ave., New York, NY 10166
Albert T. Sommers	Director	The Conference Board, 845 Third Ave., New York, NY 10022
Leslie D. Stott	Group Vice President, Automotive	Grow Group, Inc., Automotive Division, 3155 W. Big Beaver Road, Suite 200, P.O. Box 7026, Troy, MI 48007-7026
W. Horton Russell	Vice President Mfg., Safety & Environment	Devoe & Reynolds Co., Division of Grow Group, Inc., 4000 Dupont Circle, Louisville, KY 40207

State of New York }
Department of State } SS:

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I Hereby Certify, that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of

GROW GROUP, INC.

the certificate of incorporation of which corporation was filed June 20, 1950, under the name of METROPOLITAN TELEPHONE SUPPLY CORP., fixing the duration as perpetual.

A Certificate of Amendment of METROPOLITAN TELEPHONE SUPPLY CORP. changing name to METROPOLITAN TELECOMMUNICATIONS CORP. was filed September 28, 1959.

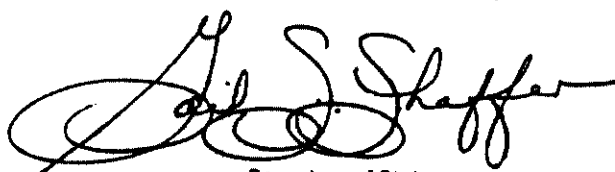
A Certificate of Amendment of METROPOLITAN TELECOMMUNICATIONS CORP. changing name to THE GROW CORPORATION was filed January 3, 1962.

A Certificate of Amendment of THE GROW CORPORATION changing name to GROW CHEMICAL CORPORATION was filed October 19, 1964.

A Certificate of Amendment of GROW CHEMICAL CORPORATION changing name to GROW GROUP, INC. was filed April 20, 1979.

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal of the Department of State at the City of Albany, this 19th day of August one thousand nine hundred and ninety-three


Secretary of State