

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

COMMONWEALTH BRANDS, INC.

File number C 120410

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

Dated: August 4, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By Natalie Lamb

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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 Commonwealth Brands, Inc.

SECRET

2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Kentucky _____
4. Its date of incorporation is 9/16/91 _____
5. The address of its principal office is 2200 Lapsley Lane, Bowling Green, Kentucky 42103 _____
* _____
6. The address to which correspondence should be addressed, if different than item 5, is _____
P.O. Box 51587 Bowling Green, Kentucky 42102-5887 _____
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701 _____
_____, and its registered agent in Idaho at that address is C T Corporation System _____
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Brad M. Kelley</u>	<u>President and Director</u>	<u>2200 Lapsley Lane, Bowling Green, Kentucky 42103</u>
<u>Brad M. Kelley</u>	<u>Secretary</u>	<u>2200 Lapsley Lane, Bowling Green, Kentucky 42103</u>

Dated: July 28, 1997

DEPARTMENT OF STATE

Commonwealth Brands, Inc.
(Corporation name)

Customer Acc# 03/04/1997 09:00
CN: 188889415 CT: 78126 BH: 26713

(If using pre-paid account)

1 Expedited shipping included. **EXPEDITE C**

By Brad M. Kelley
Brad M. Kelley

Brad M. Kelley

Its President
(specify capacity of signer)

IN THE NAME AND BY THE AUTHORITY OF THE



OFFICE OF THE SECRETARY OF STATE

DOMESTIC CORPORATION

CERTIFICATE OF EXISTENCE

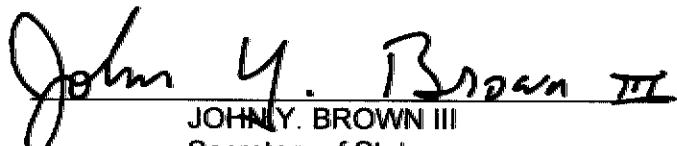
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

COMMONWEALTH BRANDS, INC.

is a corporation duly organized and existing under the laws of the Commonwealth of Kentucky, whose date of incorporation is SEPTEMBER 16, 1991; and whose period of duration is PERPETUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid to date; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS Chapter 271B.16-220 or 273.3671 has been delivered to the Secretary of State on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 28TH day of JULY, 19 97.



JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

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