

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

CLC FUNDING CORP.

File number C 118378

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

Dated: February 21, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

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 CLC Funding Corp.
2. The name which it shall use in Idaho is CLC Funding Corp.
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 9/15/1993 and 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
1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is _____
565 W. Myrtle, Ste. 410, Boise, ID 83702
7. The street address of its registered office in Idaho is 565 W. Myrtle, Ste. 410, Boise, ID 83702, and its registered agent in Idaho at that address is William C. Cole
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Commercial lending
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Peter Wachtell</u>	<u>President/Treasurer</u>	<u>565 W. Myrtle, Ste. 410, Boise, ID 83702</u>
<u>John J. Prehn</u>	<u>Secretary/VP</u>	<u>565 W. Myrtle, Ste. 410, Boise, ID 83702</u>
<u>Reid Burnstein</u>	<u>Vice President</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 1-27-97

CLC Funding Corp.

(Corporation name)

By _____

Secretary/VP

Its President, Vice President, Secretary or Assistant Secretary
(please specify)

Revised 7/96
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IDAHO SECRETARY OF STATE
Secretary of State Use Only
DATE 02/03/1997
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CK #: 3458 CUST# 66784
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State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
STATE - CANC

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLC FUNDING CORP." 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 THIRTEENTH DAY OF FEBRUARY, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8330344

DATE: 02-13-97