

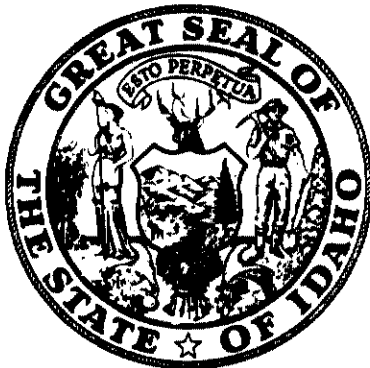
Department of State.

**CERTIFICATE OF AUTHORITY
OF
BALSAM CORPORATION**

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

Dated **September 23, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

M. Richards

Corporation Clerk

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SEC. OF STATE
91 SEP 23 10 55 AM

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 BALSAM CORPORATION
- 2. The name which it shall use in Idaho is N/A

(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 22, 1987 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, DE 19801
- 6. The address to which correspondence should be addressed, if different from that in item 5. 11885 Lackland Road, Suite 109, St. Louis, MO 63146
- 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 proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which corporations may be formed under the laws of this state.
- 9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached Rider		

(continued on reverse)

Name

Office

Address

See Attached Rider

- 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: August 16, 1991

BALSAM CORPORATION

(Corporation Name)

By

Dale J. Orrick,

Its President ~~(Please Print Name)~~

and

Hans-Michael Kraus,

Its Secretary ~~(Please Print Name)~~

STATE OF

Missouri

COUNTY OF

St. Louis

I, Linda L. Hagg, a notary public, do hereby certify that on

this 16th day of August, 1991, personally appeared before

me Dale J. Orrick, who being by me first duly sworn, declared that (s)he

is the President of BALSAM CORPORATION

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

Linda L. Hagg

Notary Public

RIDER OF
BALSAM CORPORATION
OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Dale J. Orrick	President/CEO	11885 Lackland Rd., #109 St. Louis, MO 63146
Curtis G. Brown	Vice President/CFO	11885 Lackland Rd., #109 St. Louis, MO 63146
Michael McGraw	Vice President	11885 Lackland Rd., #109 St. Louis, MO 63146
Klaus Schlienkamp	Treasurer	11885 Lackland Rd., #109 St. Louis, MO 63146
Hans-Michael Kraus	Secretary	3343 Peachtree Rd., N.E., #1800 Atlanta, GA 30326
Roland Kunkel	Vice President	11885 Lackland Rd., #109 St. Louis, MO 63146
George Bowling	Asst. Vice President	11885 Lackland Rd., #109 St. Louis, MO 63146

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Friedel Balsam	Bisanweg 3, 4803 Steinhagen, Germany
Dale J. Orrick	11885 Lackland Rd., #109, St. Louis, MO 63146

State of Delaware



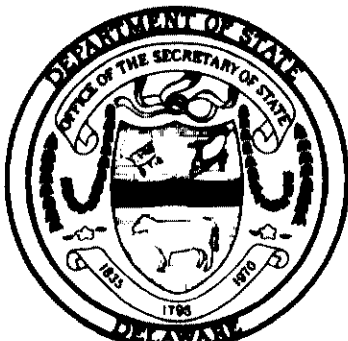
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY BALSAM CORPORATION 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 DATE SHOWN BELOW.

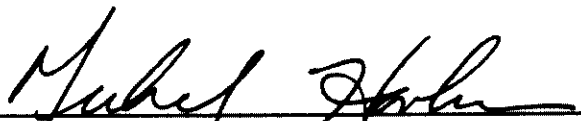
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

* * * * *



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Michael Harkins, Secretary of State
*3148741

AUTHENTICATION:

DATE:

08/21/1991