

State of Idaho

Department of State

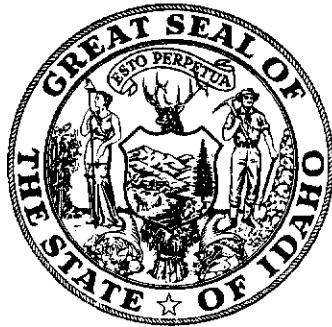
CERTIFICATE OF AUTHORITY OF

H & S FINANCIAL CORPORATION
File number C 114955

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

Dated: May 13, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By Angela Barnes

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

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

May 13 2 11 PM '96

1. The name of the corporation is H & S Financial Corporation SECRETARY OF STATE
STATE OF IDAHO
2. The name which it shall use in Idaho is H & S Financial Corporation
3. It is incorporated under the laws of California
4. Its date of incorporation is 6/24/82 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
3045 Suncrest Drive, San Diego, California 92116
6. The address to which correspondence should be addressed, if different than item 5, is N/A
7. The street address of its registered office in Idaho is 3 Wildrose Lane, Sun Valley, Idaho 83353, and its registered agent in Idaho at that address is Harold Drummond McNee, Jr.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Real Estate Development
9. The names and respective addresses of its directors and officers are:

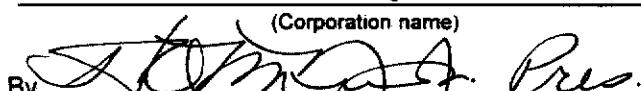
Name	Office	Address
<u>Harold Drummond McNee, Jr.</u>	<u>Director</u>	<u>3 Wildrose Lane, Sun Valley, ID 83353</u>
<u>Sharon Lea McNee</u>	<u>Director</u>	<u>3 Wildrose Lane, Sun Valley, ID 83353</u>
<u>Harold Drummond McNee, Jr.</u>	<u>President</u>	<u>3 Wildrose Lane, Sun Valley, ID 83353</u>
<u>Sharon Lea McNee</u>	<u>Vice Pres./Secretary</u>	<u>3 Wildrose Lane, Sun Valley, ID 83353</u>

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

Dated: 5-7-96

H & S Financial Corporation

(Corporation name)


By Harold Drummond McNee, Jr.

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

IDAHO SECRETARY OF STATE
DATE 05/13/96 0900 62188
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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 24th day of June, 19 82,

H & S FINANCIAL CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

April 23, 1996

Secretary of State