

Department of State.

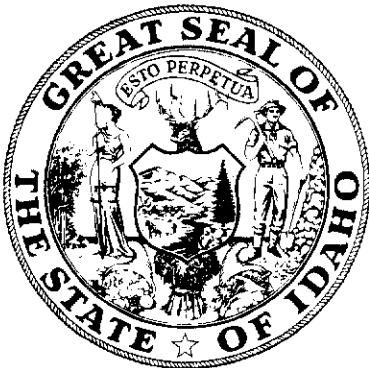
**CERTIFICATE OF AUTHORITY
OF**

PIONEER WESTERN DISTRIBUTORS, INC.

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

Dated **February 11, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is PIONEER WESTERN DISTRIBUTORS, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is 12-28-84 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 Corporation Trust Center, 1209 Orange St., Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 600 Cleveland Street, Clearwater, Florida 33515
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 act as a broker/dealer in the sale of securities

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

Name	Office	Address
	SEE ATTACHED RIDER	

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

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

13. This Application is accompanied by a certificate of corporate existence or status, issued by the proper officer of the state or country of incorporation. (The certificate should not be over 90 days old)

Dated February 6, 19 85

PIONEER WESTERN DISTRIBUTORS, INC.

By

Peter D. Jones

Its President

and

[Signature]

Its Secretary

STATE OF FLORIDA)

) ss:

COUNTY OF PINELLAS)

I, Glenna S. Riesterer, a notary public, do hereby certify that on this 6th day of February, 19 85, personally appeared before me Peter D. Jones, who being by me first duly sworn, declared that he is the President of PIONEER WESTERN DISTRIBUTORS, INC.

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

Glenna S. Riesterer

NOTARY PUBLIC, State of Florida
My Commission Expires March 28th, 1988

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

PIONEER WESTERN DISTRIBUTORS, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Peter D. Jones	President	600 Cleveland Street Clearwater, FL 33515
Gerard P. Kirk	Exec. Vice President	600 Cleveland Street Clearwater, FL 33515
Robert J. Druten	Vice President	114 West 11th Street Kansas City, MO 64105
James A. Rowe	Secretary	600 Cleveland Street Clearwater, FL 33515
C. Richard Meckley	Treasurer	600 Cleveland Street Clearwater, FL 33515

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
W. Scane Bowler	600 Cleveland Street, Clearwater, FL 33515
John R. Kenney	600 Cleveland Street, Clearwater, FL 33515
Peter D. Jones	600 Cleveland Street, Clearwater, FL 33515
Robert J. Druten	114 West 11th Street, Kansas City, MO 64105

State of Delaware

PAGE 1



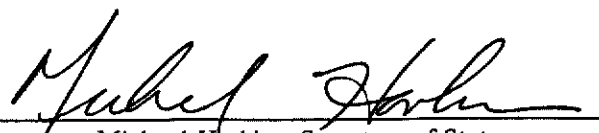
Office of Secretary of State

SECRETARY OF STATE

85 FEB 11 AM 9 09

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY PIONEER WESTERN DISTRIBUTORS, INC. 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.

1 1 1 1 1 1 1 1 1


Michael Harkins, Secretary of State

AUTHENTICATION: 10432746

DATE: 02/06/1985

725037030