

State of Idaho

Office of the Secretary of State

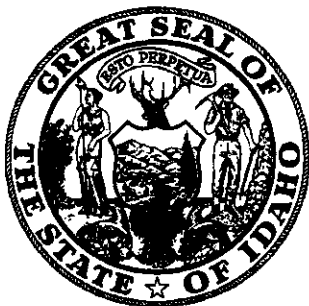
**CERTIFICATE OF AUTHORITY
OF
BRAND CO, INC.**

File Number C 137548

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: February 6, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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 Brand Co, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Indiana
4. Its date of incorporation is 1/04/2001
5. The address of its principal office is 801 Congressional Boulevard, Carmel, IN 46032
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System

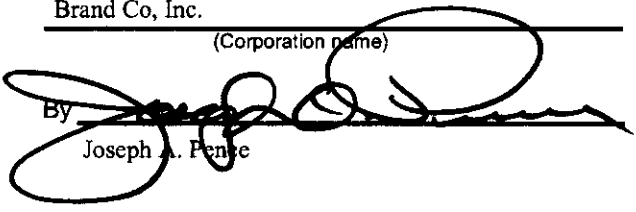
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
Joseph A. Pence	President/Director	801 Congressional Blvd, Carmel, IN 46032
Ann C. Bernard	Secretary/Director	801 Congressional Blvd, Carmel, IN 46032
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 1/16/01

Brand Co, Inc.

(Corporation name)

By 

Joseph A. Pence

Its President
(specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDAH0 SECRETARY OF STATE

02/06/2001 09:00
CK: 83648 CT: 20168 BH: 377033

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

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**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE**

To Whom These Presents Come, Greeting:

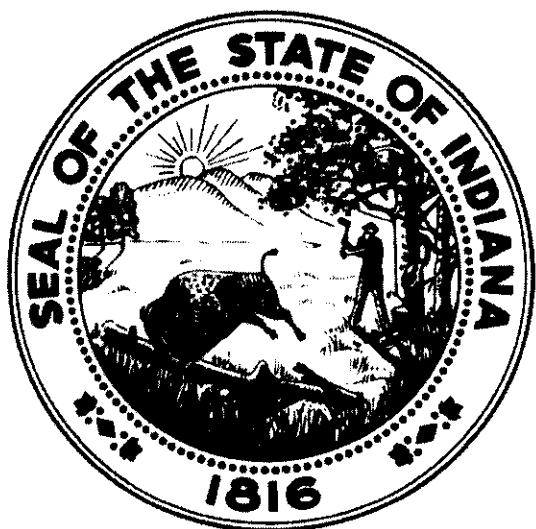
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

BRAND CO, INC.

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on January 04, 2001, and was in existence or authorized to transact business in the State of Indiana on January 23, 2001.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand
and affixed the seal of the State of Indiana, at the
City of Indianapolis, this Twenty-Third Day of January, 2001.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

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