

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
SANDER A. KESSLER & ASSOCIATES, INC.**

File Number C 174726

I, BEN YSURSA, 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: August 27, 2007



Ben Yursa

SECRETARY OF STATE

By

A large, stylized handwritten signature in black ink, appearing to read "Ben Yursa", written over a horizontal line.



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

07 AUG 27 AM 9:17
SECRETARY OF STATE
STATE OF IDAHO

FILED EFFECTIVE

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

- The name of the corporation is: Sander A. Kessler & Associates, Inc.
- The name which it shall use in Idaho is: Sander A. Kessler & Associates, Inc.
- It is incorporated under the laws of: California
- Its date of incorporation is: 6/7/65
- The address of its principal office is:
2850 Ocean Park Blvd., #200 Santa Monica, CA 90405
- The address to which correspondence should be addressed, if different from item 5, is:

- The street address of its registered office in Idaho is: 801 West Main Street, Suite 100 Boise, ID 83702
and its registered agent in Idaho at that address is: Pacific Registered Agents, Inc.

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

Name	Office Held	Business Address
SEE ATTACHED LIST		

Dated: 07-16-07

Signature: *Kenneth L. Kessler*

Typed Name: Kenneth L. Kessler

Capacity: President
[The signer must be a director or an officer of the corporation.]

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only

g:\app\forms\corp
terms\applicants\authority_profit.pmd
Revised 06/2005

IDAHO SECRETARY OF STATE
08/27/2007 05:00
CK: 35256 CT: 216913 BH: 1072831
1 @ 100.00 = 100.00 AUTH PRO # 2

C174726

05/17/06

**Sander A. Kessler & Associates, Inc.
Officers, Directors, & Stockholders**

Employee Stock Ownership Trust
47.1% Stockholder
2850 Ocean Park Boulevard, Suite #200 Santa Monica, CA 90405

Sander A. Kessler
Chairman of the Board
Eight Turnberry Drive Newport Beach, CA 92660

Ronald A. Bloom
Vice Chairman & Director 16.11% Stockholder
1033 Pointview Street Los Angeles, CA 90035

Melvin Moss
Senior Vice President 5.34% Stockholder
17235 Superior Street Northridge, CA 91325

Kenneth L. Kessler
President & Director 11.74% Stockholder
2460 Angelo Drive Los Angeles, CA 90077

Steven K. Kessler
CEO, Secretary / Treasurer & Director 11.74% Stockholder
2121 McKain St Calabasas, CA 91302-3214

Michael Gadd
CFO
239 8th Street Hermosa Beach, CA 90254

Joel D. Davidowski
Executive Director 5.00% Stockholder
1281 Lucky John Drive Park City, UT 84060

Lucille E. Shalometh
Executive Vice President 2.96% Shareholder
3750 Paseo Primario Calabasas, CA 91302

**State of California
Secretary of State**

AUG 17 2007

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the 7th day of June, 1965, SANDER A. KESSLER & ASSOCIATES, INC., became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; 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 August 10, 2007.



Debra Bowen

**DEBRA BOWEN
Secretary of State**