

State of Idaho

Department of State

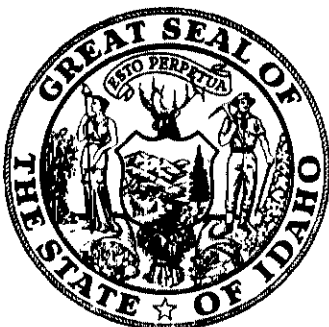
CERTIFICATE OF AUTHORITY OF

WINDERMERE REAL ESTATE SERVICES COMPANY

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

Dated: February 4, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alta Seibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY
(Profit Corporation)

RECEIVED
SEC. OF STATE
FEB 4 AM 10 14

RECEIVED
SEC. OF STATE

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 WINDERMERE REAL ESTATE SERVICES COMPANY
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 Washington
4. The date of its incorporation is July 22, 1983 and the period of its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 5424 Sand Point Way N.E., Seattle, Washington 98105
6. The address to which correspondence should be addressed, if different than item 5, is 5424 Sand Point Way N.E., Seattle, Washington 98105
7. The street address of its proposed registered office in Idaho is 2160 Forest Glen Boulevard, Post Falls, Idaho 83854, and the name of its proposed registered agent in Idaho at that address is Keith D. Brown
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: To provide services to real estate brokerage firms duly licensed to use the tradename and trademark or service mark "Windermere" and/or "Windermere Real Estate".

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAH0 SECRETARY OF STATE
19940124 0900 30408
CK #: 9894 CUST# 27385
CORP 10-100.00= 100.00

: C

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

Name	Office	Address
John W. Jacobi	Director	5001 N.E. Laurelcres Lane, Seattle, WA 98105
James H. Shapiro	President	16300 Inglewood Place, Bothell, WA 98011
William C. Feldman	Vice-President	9314 192nd Place S.W. Edmonds, WA 98020
Maria Bunting	Vice-President	4949 N.E. Laurelcres Lane, Seattle, WA 98105
Jeanne Grainger	Vice-President	2706 C East Helen, Seattle, WA 98112
James H. Shapiro	Secretary/Treas.	16300 Inglewood Place, Bothell, WA 98011

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: January 6, 1994

Windermere Real Estate Services Company

(Corporation name)

By

and

James H. Shapiro
Its President/Vice President (please specify)

William C. Feldman
Its Secretary/Treasurer (please specify)

STATE OF WASHINGTON)

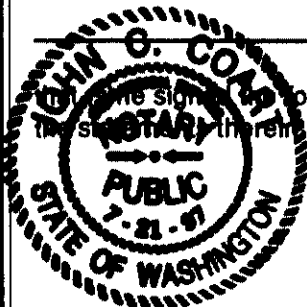
COUNTY OF KING)

SS:

I, JOHN C. COART

, a notary public, do hereby certify that on
this 6th day of January, 19 94, personally appeared before
me James H. Shapiro, who being by me first duly sworn, declared that (s)he
is the President and Secretary of Windermere Real Estate Services Company

I, the undersigned, do hereby certify that the foregoing documents as President and Secretary of the corporation and that
the statements therein contained are true.



John C. Coart
Notary Public



RECEIVED
SEC. OF STATE

34 JAN 24 PM 2 21

STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

WINDERMERE REAL ESTATE SERVICES COMPANY

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporation in Washington on July 22, 1983.

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: January 14, 1994

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro Secretary of State
T. Wilson