

State of Idaho

Department of State

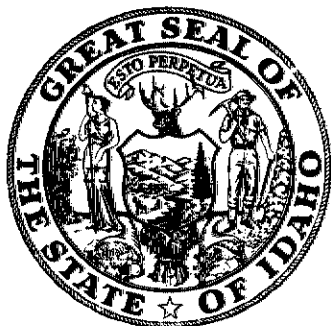
CERTIFICATE OF AUTHORITY OF

B.U.M. INTERNATIONAL, INC.
File number C 108206

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

Dated: November 3, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alva Sibel*

C : #
APPLICATION FOR CERTIFICATE OF AUTHORITY

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CORP

(Profit Corporation)
Nov 3 4 17 PM '94

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CK #: 56368 CUST# 20168

To the Secretary of State of Idaho

SECRETARY OF STATE

SECRETARY OF STATE

According 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 B.U.M. International, Inc.

2. The name which it shall use in Idaho is _____

(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 Nevada

4. The date of its incorporation is July 6, 1994 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 One East First Street, Reno, Nevada 89501

6. The address to which correspondence should be addressed, if different from that in item 5. 20101 S. Santa Fe Avenue, Rancho Dominguez, California 90221

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 is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

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Submit application and certificate of status to:

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

Secretary of State use only

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**List of Directors and Officers of
B.U.M. International, Inc.**

**APPLICATION FOR CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN IDAHO**

9. Names and business addresses of directors and officers:

Chief Executive Officer and
Director/Chairman of the
Board

Morton Forshpan
20101 S. Santa Fe Avenue
Rancho Dominguez, CA 90221

President, Chief Operating
Officer and Director

Steven P. Roemer
20101 S. Santa Fe Avenue
Rancho Dominguez, CA 90221

Vice President, Secretary
and Director

Troy D. Wiseman
Fourth Floor, Citicorp Plaza
8410 W. Bryn Mawr Avenue
Chicago, IL 60631

Chief Financial Officer and
Assistant Secretary

Wilfred R. Kalmar
20101 S. Santa Fe Avenue
Rancho Dominguez, CA 90221

Director

John Dennis Couch
P.O. Box 1969
Rancho Santa Fe, CA 92067

Director

Philip E. Lowery
1999 Broadway, Lowery Suite
Denver, CO 80202

SECRETARY OF STATE



CERTIFICATE OF CORPORATE STATUS

I, CHERYL A. LAU, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **B.U.M. INTERNATIONAL, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 17th day of October, 1994



Secretary of State

By

Certification Clerk