

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
MITCHELL INTERNATIONAL, INC.**

File Number C 133697

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: May 02, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Nathaniel Jones*

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 Mitchell International, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 2/8/00
5. The address of its principal office is 9889 Willow Creek Road, San Diego, California 92131
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, 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
<u>Daniel Devine</u>	<u>Vice-president</u>	<u>9889 Willow Creek Road, San Diego, California 92131</u>
<u>James Lindner</u>	<u>Director</u>	<u>9889 Willow Creek Road, San Diego, California 92131</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 4-7-00

Mitchell International, Inc.
(Corporation name)
By 
Daniel Devine

Its _____
Vice President
(specify capacity of signer)

Customer Acct # _____
IDAHO SECRETARY OF STATE

(If using net) 05/03/2000 09:00
CX: 01452 CT: 20160 BH: 314463

1 @ 100.00 = 100.00 AUTH PRO # 6
1 @ 20.00 = 20.00 EXPEDITE C # 7

g:\corpforms\CA2.pm6 Revised 4/97

**Directors and Officers of
Mitchell International, Inc.**

1. James Lindner, President
9889 Willow Creek Road
San Diego, California 92131
2. Daniel J. Devine, Vice-President
9889 Willow Creek Road
San Diego, California 92131
3. John M. Farnan, Secretary
9889 Willow Creek Road
San Diego, California 92131
4. Daniel J. Devine, Treasurer
9889 Willow Creek Road
San Diego, California 92131

May 2 4 27 PM '00
SECRETARY OF STATE
STATE OF IDAHO

State of Delaware
Office of the Secretary of State

PAGE 1

MAY 2 4 27 PM '00
SECRETARY OF STATE
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MITCHELL INTERNATIONAL, 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 FIFTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0362879

DATE:

04-05-00