

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-11-124)

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

PRODUCT DEVELOPMENT CORPORATION

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is PRODUCT DEVELOPMENT CORPORATION

SECOND: The name which it elects to use in Rhode Island is  
PRODUCT DEVELOPMENT CORPORATION (CALIFORNIA)

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of California

FOURTH: The date of its incorporation is May 16, 1949 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1880 Wardrobe Ave., P.O. Box 3109, Merced, CA 95340

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Warehousing and distribution of telephone directories and samples

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
W. B. Clum	Director	16 Cove Rd., Belvedere, CA
W. B. Clum, Jr.	Director	1880 Wardrobe Ave., Merced, CA
Nancy A. Gage	Director	1880 Wardrobe Ave., Merced, CA
Suzanne Joffray	Director	Loomis-Chafee School, Windsor, CT
John S. Clum	Director	820 Camino Atalaya, Santa Fe, NM
W. B. Clum, Jr.	President	1880 Wardrobe Ave., Merced, CA
Nancy A. Gage	Vice President	1880 Wardrobe Ave., Merced, CA
Nancy A. Gage	Secretary	1880 Wardrobe Ave., Merced, CA
Virgil E. Creed	Treasurer	1880 Wardrobe Ave., Merced, CA

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
5000	Common		\$10.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
2366	Common		\$10.00

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 23,660

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 388,578

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 40,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 25,000,000

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 400,000

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated ~~NOVEMBER~~ 5, 19 84.

PRODUCT DEVELOPMENT CORPORATION  
[Exact Corporate Name of Corporation Making Application]

By

W. B. Clum, Jr.

President

and

Nancy Gage

Secretary

STATE OF CALIFORNIA

COUNTY OF MERCED

} Sc.

At Merced City in said County on the 5<sup>th</sup> day  
of ~~NOVEMBER~~, 19 84, before me personally appeared  
W. B. Clum, Jr., who being by me first duly sworn, declared that  
he is the President of PRODUCT DEVELOPMENT CORPORATION,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

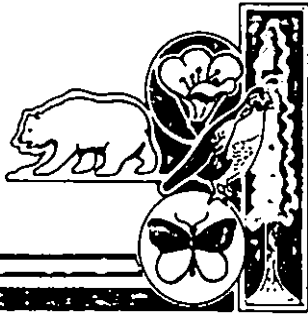


WM. E. ATKINSON  
NOTARY PUBLIC  
STATE OF CALIFORNIA  
PRINCIPAL OFFICE IN  
MERCED COUNTY

Wm. E. Atkinson Notary Public

(NOTARIAL SEAL) My Commission Expires April 12, 1988

NOV 15 1984 *RW*



# State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

NOV 8 1984



*March Fong Eu*

Secretary of State