

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

VOLT MANAGEMENT CORP.

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

Dated: December 23, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seipe*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

DEC 23 10 57 AM '93

SECRETARY OF STATE

00'05 -00'05 #1 d800

89102 #1870 19935 #1 X0

To the Secretary of State of Idaho

I, the undersigned, being duly qualified under 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 Volt Management Corp.

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 Delaware

4. The date of its incorporation is April 25, 1990 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

c/o The Corporation Trust Company 1209 Orange St., Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

c/o Volt Information Science, Inc. P.O. Box 1630, New York, New York 10164

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.

*(Continued on reverse)

..

C

Submit application 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

IDAHO SECRETARY OF STATE

19931223 0900 43073

CK #: 36726 CUST# 4357

CORP 1# 20.00= 20.00

*: C

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

Name	Office	Address
See attached list of directors and officers		

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

Dated: DECEMBER 14, 1993

Volt Management Corp.

(Corporation Name)

By

Jack Egan Its President/Vice President (please specify)

and

Howard B. Weinreich Its Secretary/Assistant Secretary (please specify)

STATE OF New York

) ss:

COUNTY OF New York

I, Carol A. Dooley, a notary public, do hereby certify that on this 14 day of December, 19 93, personally appeared before me Jack Egan, who being by me first duly sworn, declared that (s)he is the Vice President of _____

Volt Management Corp.

that (s)he signed the foregoing documents as Vice President of the corporation and that the statements therein contained are true.

Carol A. Dooley
Notary Public, State of New York
No. 41-4945767 Queens
Qualified in New York County
My Commission Expires Jan. 27, 1995

Carol A. Dooley
Notary Public

ANNEX A
VOLT MANAGEMENT CORP.
LIST OF OFFICERS AND DIRECTORIES

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
William Shaw	President & Director	237 Ferndale Road Scarsdale, N.Y. 10583	Indefinite
Jerome Shaw	Executive Vice President	7245 Rue De Roarke La Jolla, California 92037	Indefinite
James J. Groberg	Senior Vice President Treasurer & Director	1725 York Avenue-Apt. 33B New York, N.Y. 10128	Indefinite
Irwin B. Robins	Senior Vice President & Assistant Secretary	177 East 77th Street New York, N.Y. 10021	Indefinite
Daniel Hallihan	Vice President, Accounting Operations	246 Euclid Avenue Hackensack, N.J. 07601	Indefinite
Norma Kraus	Vice President, Human Resources	125 96th Street - Apt. 5-D Brooklyn, N.Y. 11209	Indefinite
Jack Egan	Vice President & Assistant Treasurer	42 Pengilly Drive New Rochelle, NY 10804	Indefinite
Thomas Daley	Vice President & Assistant Treasurer	2663 Vista Valley Road Orange, California 92667	Indefinite
Howard B. Weinreich	General Counsel, Vice President Secretary & Director	Spring Valley Road Harding Township, NJ 07960	Indefinite
Ludwig M. Guarino	Assistant Treasurer	12 View Street Pleasantville, NY 10570	Indefinite
Daniel Fischberg	Assistant Treasurer	7 Standish Place Hartsdale, New York 10530	Indefinite

State of Delaware
Office of the Secretary of State

PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY VOLT MANAGEMENT CORP. 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 DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4194610

DATE: 12/15/1993

723349028