



CERTIFICATE OF AUTHORITY
OF

BROOKHILL MANAGEMENT CORPORATION

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

Dated **September 19, 1986**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

SEP 3 2 02 PM '86
SECRETARY OF STATE

1. The name of the corporation is Brookhill Management Corporation

2. The name which it shall use in Idaho is Brookhill Management Corporation

(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 New York

4. The date of its incorporation is October 4, 1978 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 10 East 53rd Street, New York New York

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

7. The street address of its proposed registered office in Idaho is Suite 200, Park Place
277 No. 6th Street P.O. Box 2720 Boise, Idaho, and the name of its proposed
83701
registered agent in Idaho at that address is Givens, McDevitt, Purseley, Webb & Buser
(Kenneth L. Pursley)

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Property Management

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

Name	Office	Address
Ronald B. Bruder,	President, Secretary	473 Indian Road
		Wayne, New Jersey
Herbert N. Salis,	Vice-President, Treasurer	17 Lindsay Drive
		Morganville, New Jersey

(continued on reverse)

- X 10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
N/A		

- X 11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
N/A		

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

- X 13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: September 3, 1986

Brookhill Management Corporation

By

[Signature]
Its President/Vice President (please specify)

and

[Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF New York)
COUNTY OF New York)ss

I, Brenda Ward, a notary public, do hereby certify that on this 2nd day of September, 19 86, personally appeared before me

Robert A. Smith, who being by me first duly sworn, declared that he is the Vice President of Brookhill Management Corp

that he signed the foregoing document as Vice President
that the statements therein contained are true.

BRENDA WARD, Notary Public
State of New York, No. 03-4729810
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires Feb. 28, 1989

[Signature]
Notary Public

**State of New York }
Department of State } ss:**

I Hereby Certify, *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

BROOKHILL MANAGEMENT CORPORATION

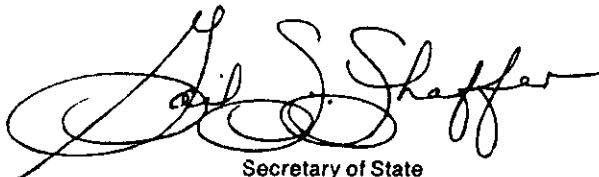
the certificate of incorporation of which corporation was filed October 4, 1978, with perpetual duration.

I further certify that I find the following amendments:

Certificate of Amendment of
Certificate of Incorporation
Filed June 13, 1980

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness *my hand and the official seal of the
Department of State at the City of
Albany, this 27th day
of August one thousand
nine hundred and Eighty-Six*


Secretary of State