

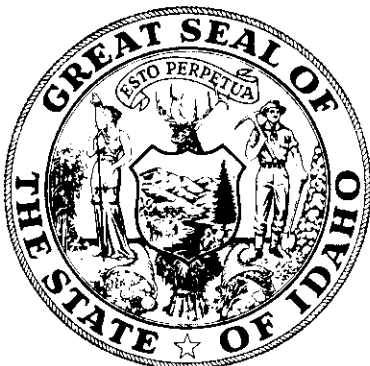
CERTIFICATE OF AUTHORITY  
OF

**EQUICO SECURITIES, INC.**

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

Dated July 14, 1980



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 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 Equico Securities, Inc.
2. \*The name which it shall use in Idaho is Equico Securities, Inc.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is December 14, 1971 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 100 West Tenth Street, Wilmington, Delaware 19801
6. The 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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in any lawful activity permitted under the  
laws of the State of Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	"SEE ATTACHED LIST"	

9. 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
100,000	Common	\$1.00

(continued on reverse)

10. 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
20,000	Common	\$1.00

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

12. 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 July 1, 19 80

Equico Securities, Inc.

By Paul J. Costagliola

Its President Asst. V. P.

and Jean M. Chapman

Its Assistant Secretary

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss:

I, ROBERT D. WILLIAMS, a notary public, do hereby certify that on this 1st day of JULY, 19 80, personally appeared before me PAUL J. COSTAGLIOLA, who being by me first duly sworn, declared that he is the Assistant Vice President of Equico Securities, Inc.

Assistant Vice President  
that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

ROBERT D. WILLIAMS  
Notary Public, State of New York  
No. 24-4618856  
Qualified in Kings County  
Commission Expires March 30, 1981

Robert D. Williams  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICERS  
As of June 1, 1980

<u>Name</u>	<u>Address</u>	<u>Title</u>	<u>Term of Office Expires</u>
J. Gary Burkhead	165 East 66th Street Apt. 11A New York, New York 10021	Chairman of the Board	1981
John F. Dudley	3 Leonard Road Syosset, New York 11791	President and Chief Executive Officer	<del>1981</del>
Lewis G. Abney	167-45 145th Avenue Springfield Gardens, New York 11434	Vice President	1981
Eddie A. Nabi	135 Soundview Drive Great Neck, New York 11020	Vice President	1981
Richard L. Winters	304 Lake Drive Allenhurst, New York 07710	Vice President and Treasurer	1981
Dale S. Alexander	34 Catherine Street East Northport, New York 11731	Assistant Vice President	1981
Edward T. Berger	643 Sandra Avenue West Islip, New York 11795	Assistant Vice President	1981
Paul J. Costagliola	361 Gurley Avenue Staten Island, New York 10308	Assistant Vice President	1981
Brian E. Bamforth	193 Hillside Avenue Glen Ridge, New Jersey 07028	Secretary	1981
Jean M. Chapman	71-78 58th Road Maspeth, New York 11378	Assistant Secretary	1981
Kevin B. Keefe	79 Harmond Drive Larchmont, New York 10538	Assistant Secretary	1981

DIRECTORS  
As of June 1, 1980

<u>Name</u>	<u>Address</u>	<u>Term of Office Expires</u>
Lewis G. Abney	167-45 145th Avenue Springfield Gardens New York 11434	1981
J. Gary Burkhead	165 East 66th Street Apt 11 A New York, New York 10021	1981
Theodore Q. Demeritte	7002 Boulevard East Guttenberg New Jersey 07093	1981
John F. Dudley	3 Leonard Road Syosset New York 11791	1981
Jack E. Floro	2159 Larch Street Wantagh New York 11793	1981
Margaret K. Geraghty	250 Palmer Court Ridgewood New Jersey 07450	1981
Robert R. Williams	47 East 88th Street New York New York 10028	1981

CERTIFICATE OF INCORPORATION 14 AM 8 52

of SECRETARY OF  
STATE

EQUICO SECURITIES, INC.

FIRST: The name of the Corporation is  
Equico Securities, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including in particular, but without in any way limiting the generality of the foregoing, to carry on the business of a broker-dealer on one or more national securities exchanges.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 100,000

shares of Common Stock of the par value of \$1.00 per share.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Bruce R. Kohler	320 Park Avenue New York, New York 10022

SIXTH: The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation, and the names and mailing addresses of the persons who are to serve as Directors of the Corporation until the first annual meeting of the stockholders of the Corporation and until their respective successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
James A. Attwood	1285 Avenue of the Americas New York, New York 10019
William R. Cowie	1285 Avenue of the Americas New York, New York 10019
Richard Dicker	1285 Avenue of the Americas New York, New York 10019
Robert M. Hendrickson	1285 Avenue of the Americas New York, New York 10019
Richard D. Kernan	1285 Avenue of the Americas New York, New York 10019
Thomas F. Murray	1285 Avenue of the Americas New York, New York 10019
Wilbur J. Strauss	1285 Avenue of the Americas New York, New York 10019

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and vacancies in the Board of Directors (including newly created directorships resulting from any increase in the authorized number of directors) may be filled and directors may be removed as provided in the By-Laws.

(b) The election of directors may be conducted in any manner approved by the stockholders at the time at which the election is held and need not be by ballot.

(c) All corporate powers and authority of the Corporation (except as at the time otherwise provided by statute, by this Certificate of Incorporation or by the By-Laws) shall be vested in and exercised by the Board of Directors.

(d) The Board of Directors shall have the power to make, alter or repeal the By-Laws of the Corporation except to the extent that the By-Laws otherwise provide.

EIGHTH: The Corporation reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders and directors are granted subject to such reservation.



I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 13th day of December, 1971.

Bruce R. Kohler  
Bruce R. Kohler

STATE OF NEW YORK     )  
                              :    ss.:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED that on the 13<sup>th</sup> day of December, 1971, personally appeared before me, MEREDITH M. BROWN, a notary public for the State of New York, BRUCE R. KOHLER, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be his act and deed and that the facts therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Meredith M. Brown  
Notary Public

MEREDITH M. BROWN  
Notary Public, State of New York  
No. 31-0454700  
Qualified in New York County  
Term Expires March 30, 1973

NOTARIAL SEAL

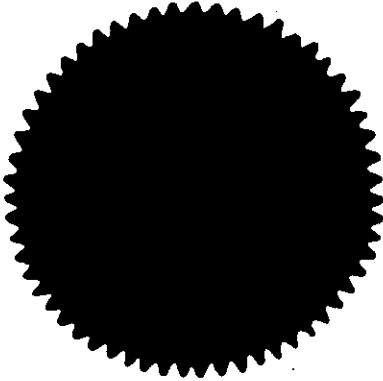


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "Equico Securities, Inc.", as received and filed in this office the fourteenth day of December, A.D. 1971, at 10 o'clock A.M.*

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* thirteenth *day*  
*of* June *in the year of our Lord*  
*one thousand nine hundred and* eighty.

  
*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State