



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

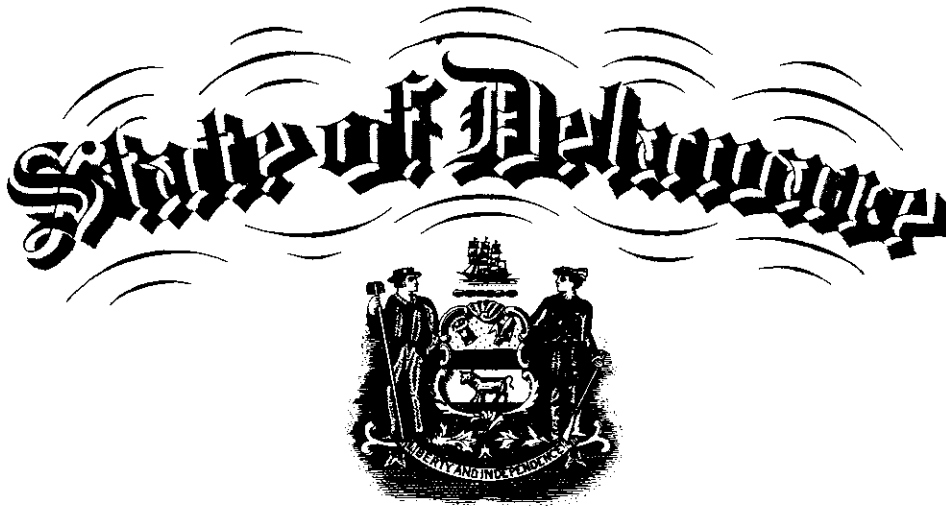
#### FOX WEST COAST THEATRES CORPORATION

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **21st** day of **March** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **21st** day of **March** 19 **66**, a designation of **Paul B. Emin** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **March**, A.D. 19 **66**.

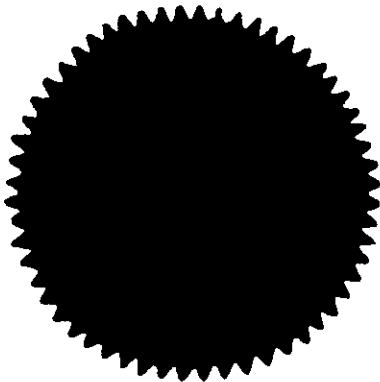
Secretary of State.



**Office of Secretary of State.**

*I, Elisha C. Dukes, 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 Change of Agent and Location of Principal Office of the  
"FOX WEST COAST THEATRES CORPORATION", as received and filed in this  
office the eighth day of February, A.D. 1949, at 9 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* \_\_\_\_\_ *ninth* \_\_\_\_\_ *day*  
*of* \_\_\_\_\_ *March* \_\_\_\_\_ *in the year of our Lord*  
*one thousand nine hundred and* \_\_\_\_\_ *sixty-six.*



*Elisha C. Dukes*

Secretary of State

*H. F. Thomas*

Asst. Secretary of State

CERTIFICATE OF INCORPORATION  
OF  
FOX WEST COAST THEATRES CORPORATION  
.....

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FIRST: The name of the corporation is

FOX WEST COAST THEATRES CORPORATION  
.....

SECOND: Its principal office in the State of Delaware is located at No. 19-21 Dover Green, in the City of Dover, County of Kent. The name and address of its resident agent is United States Corporation Company, No. 19-21 Dover Green, Dover, Delaware.

THIRD: The nature of the business or objects or purposes to be transacted, promoted or carried on are:

(a) To engage in, conduct and carry on the business of theatrical proprietors, opera house proprietors, music hall proprietors, caterers for public entertainments, concerts and public exhibitions, moving picture and other variety entertainments and to provide, engage, employ and act as managers of actors, dancers, singers, variety performers, athletes and theatrical and music artists and to produce and present to the public all sorts of plays, shows, exhibitions and amusements which are or may be produced at a theatre or music hall.

(b) To engage in, conduct and carry on the business of manager, lessee and proprietor of theatres, opera houses, play houses, motion picture theatres and/or places of exhibition, and places of amusement, and to operate and conduct the same; to conduct and operate studios; to acquire, own and dispose of scena-

rios, plays, copyrights, dramas and other productions and rights of every kind therein, and to conduct or provide for representations and performances of any and all such scenarios, plays and productions and generally all exhibitions and entertainments of every character and description.

(c) To finance, exhibit, display, produce, promote, record, release and distribute motion pictures of every nature, kind and description, whether silent, or accompanied with sound effect, in any and all parts of the world.

(d) To manufacture, produce, buy or otherwise acquire, to sell, lease, sub-lease or otherwise dispose of, hold, own, utilize, control, mortgage, pledge and otherwise hypothecate, license the use of, import, export and generally and without restriction, to trade, deal and traffic in and with moving pictures and moving picture films of any and all kinds, both in the original negative and/or by and through any coloring process now known or hereafter invented; together with any and all machinery, apparatus, devices, equipment, supplies, appurtenances and things necessary or convenient for the carrying on of the business of manufacturing or producing such films.

(e) To originate, install, manufacture, produce, purchase, hire, lease, rent, license the use of, sub-lease, sell, distribute and otherwise acquire and dispose of, or deal in and with, or use and turn to account, own, hold, control, use, operate, maintain and conduct any and all coloring processes; sound producing and sound recording apparatus, devices, equipment, paraphernalia, supplies, appurtenances and things allied thereto, of every kind, nature and description, whether now known and available, or hereafter to be discovered.

(f) To purchase, own, prepare, manufacture, take, present, let, lease, or license others to use, features,

feature films, novelty and educational films, photographic films, both negative and positive, and all accessories, appliances, devices and apparatus pertaining to animated photography, and the cinematograph trade generally; and to engage in the manufacture of all materials, supplies and equipment useful and necessary in connection with the business of the corporation.

(g) To arrange scenes and settings, and to conduct exhibitions, plays and dramas of all kinds to be photographed or reproduced as motion pictures and otherwise; to engage in any branch of the motion picture business from the initial planning for the taking of pictures to the actual exhibition of the completed picture before public or private audiences; to carry on the business of manufacturing, developing, purchasing, acquiring, selling, repairing, renting, leasing, operating and exchanging any and all kinds of theatrical films, motion picture films, lantern slides, stereopticons and stereopticon views, cameras, motion picture cameras, and motion picture projection machines and other projecting apparatus, and the separate parts of lanterns, stereopticons, cameras, motion picture projecting machines and other projecting machines for use in all branches of motion picture and theatrical business, and mechanical devices of any and every kind for use in any branch of the theatrical stage producing and motion picture business.

(h) To contract with producers, writers, authors, owners, or others, for the release, sale, presentation, distribution and exploitation of their plays, scenarios and productions, and to buy, lease, rent or otherwise acquire plays, scenarios and productions from producers, writers, owners, authors or others and to release, publish and present to the public in general, or otherwise, all sorts of plays, film productions, or any other productions, shows, exhibitions, or amusement

ventures which are, or may be produced at an auditorium, opera house, theatre, music hall, amusement park, church, school, or other place of amusement, or for religious or educational purposes or places.

(i) To take, purchase, lease, hire or otherwise acquire; to hold, own, occupy, use and enjoy, to manage, improve, develop, operate and work; to grant, sell, let, lease, sub-lease, demise, exchange and otherwise dispose of and generally to deal in real estate, buildings and improvements and any and every right, interest or estate therein, without limit as to the cost, amount, or value thereof and wheresoever the same may be situated, as well outside as within the State of Delaware; to erect, construct, alter, repair, renew and equip buildings and other structures, and to make, enter into or assume any and every kind of contract, agreement and obligation by or with any person, firm, association, or corporation for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management, operation or control of any buildings or structures of any kind whatever and wheresoever the same may be situated.

(j) To build, erect, construct, reconstruct, improve, repair, alter, vary, furnish, equip, insure, buy, lease, hire, take or otherwise acquire, and to own, hold, use, enjoy, and manage or otherwise control, and to sell, rent, trade, exchange, mortgage, hypothecate, transfer and convey or otherwise dispose of theatres for the production and presentation of the legitimate drama, motion pictures and entertainment, motion picture studios and also all other kinds and character of buildings, warehouses, stores, offices, factories, dwellings and structures of all kinds with their appurtenances.

(k) To be appointed and to act as the agent or representative, or both, of any corporation, firm or individual in any and all parts of the world, in such

capacity and on such terms and conditions as may from time to time be mutually determined upon.

(l) To conduct a general agency business, to employ, engage, hire, and to appoint corporations, firms and individuals in any and all parts of the world; to act as agents and/or sub-agents for this company in such capacity and on such conditions as may be determined from time to time by the board of directors.

(m) To make, execute and enter into contracts with, and to take and receive contracts or assignments of contracts from any and all persons, firms, co-partnerships, associations and corporations for doing any or all of the acts or things that this corporation is, or may be, authorized to do; and to carry out and perform, assign or sublet to others in whole or in part, any or all such contracts whether originally made and entered into by this corporation, or acquired by assignment from others.

(n) To apply for, obtain, purchase, lease or otherwise acquire, and to hold, use, own, operate, improve and introduce, and to sell, assign, hypothecate, mortgage or otherwise dispose of, any letters patent, application for letters patent, licenses or grants in respect of letters patent, inventions, privileges, licenses, improvements, processes, trade-marks and trade names, copyrights, devices and formulae used in connection with, or secured under, letters patent of the United States or elsewhere, or otherwise; and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any such patents, applications for letters patent, licenses, processes, inventions, improvements, devices, formulae, trade-marks, copyrights and trade names, or the like, or any such property or rights, and to supervise or otherwise exercise such control over its said licenses and the business conducted by them, as may be agreed upon in its contracts with

such licensees for the protection of its rights in said patents, applications for letters patent, inventions, privileges, processes, formulae, improvements, devices, trade-marks, copyrights and trade names and to secure to it the payment of agreed royalties, and to manufacture or deal in any article, product, or by-product, produced as the result or by the use of any such invention or process, or the like, or under any such patents, or any articles of any description used or suitable to be used in connection therewith.

(o) To acquire by purchase, subscription, contract or otherwise, to hold for investment or otherwise, to sell, exchange, mortgage, pledge or otherwise dispose of or turn to account, and generally to deal in and with any and all kinds of securities issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities or other political or governmental divisions or subdivisions, or by any combinations, organizations or entities whatsoever, irrespective of their form or the name by which they may be described, and to issue in exchange therefor or in payment thereof, in any manner permitted by law and by this certificate of incorporation, its own securities of any kind, or to make payment therefor by any other lawful means of payment whatsoever; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such securities, including the right to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities, and to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such securities or evidences of interest therein; to acquire or become interested in any such securi-

ties, as aforesaid, by original subscription, underwriting, loan, participation in syndicates or otherwise, irrespective of whether or not such securities be fully paid or subject to further payments; and to make payments thereon as called for or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise and either with a view to investment or for re-sale or for any other lawful purpose. The term "securities" shall for the purposes of this Article Third, without limitation of the generality thereof, be deemed to include any stocks, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interests therein or in any property or assets.

(p) To purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities, including shares of its capital stock of any class, from time to time to such an extent and in such manner and upon such terms as the Board of Directors shall determine; provided that this Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to this Corporation shall not be voted upon directly or indirectly.

(q) To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations, corporations or syndicates; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of

any liabilities, obligations or contracts of such persons, firms, associations, corporations or syndicates, and to conduct in any lawful manner the whole or any part of any business thus acquired.

(r) To cause to be formed, merged, consolidated, reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, consolidation, liquidation or reorganization of any corporation, association, syndicate or organization of any kind, domestic or foreign, and to form, organize, promote, manage, control and maintain and dissolve, merge or consolidate one or more corporations in any of the securities of which this corporation may be or become interested.

(s) To organize or cause to be organized under the laws of the State of Delaware, or of any other state, district, territory, nation, colony, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(t) To borrow money for any of the purposes of this Corporation, from time to time, and without limit as to amount; to issue and sell its own securities in such amounts, on such terms and conditions, for such purposes and for such prices, now or hereafter permitted by the laws of the State of Delaware and by this certificate of incorporation, as the Board of Directors may determine; and to secure such securities, to the extent now or hereafter permitted by the laws of said State and by this certificate of incorporation, by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of

the properties, assets, business and good will of this Corporation, then owned or thereafter acquired.

(u) To lend its uninvested funds from time to time to such extent and to such persons, firms, associations, corporations, syndicates, governments or subdivisions thereof, and on such terms and on such security, if any, as the Board of Directors may determine.

(v) To promote or aid in any manner, financially or otherwise, any corporation, association, partnership, firm, trustee, syndicate, individual, government or political subdivision thereof, in which this Corporation may be or become interested directly or indirectly and for this purpose, to endorse or guarantee the payment of principal, interest or dividends upon, and to guarantee the performance of sinking fund or other obligations, of any securities, and to guarantee in any way permitted by law the performance of any of the contracts or other undertakings incurred by said entities.

(w) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(x) To enter into co-partnerships and joint agreements with any other corporation or corporations, individual or individuals and/or co-partnerships, firms or associations of any kind or description, for the purpose of and through which to acquire any property, conduct any business and do any act or thing which this corporation is authorized to do by virtue of this Certificate of Incorporation.

(y) To carry out all or any of the foregoing objects and purposes in the State of Delaware and in any other country, state or locality, as principal,

agent, factor or broker and alone or with associates as a member of, or as the owner or holder of any stock of, or any shares or interest in, any firm, association, trust, corporation or syndicate, and to conduct its business in all of its branches without restrictions or limit as to extent and to have one or more offices out of the State of Delaware.

(z) To do, in the State of Delaware and in any other country, state or locality, all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified; or which shall at any time appear conducive to or expedient for the accomplishment of any of the purposes or attainment of any of the objects herein enumerated, or which may be exercised or done by this Corporation, whether conferred by any present or future statute, or by this Certificate of Incorporation or any amendment thereof, or by the by-laws of this Corporation or any amendment thereof, and to the same extent as a natural person might or could do in any part of the world, in so far as the same are not inconsistent with the laws of the State of Delaware or with the laws of the country, state or locality where the same shall be done by this Corporation and to execute from time to time such general or special powers of attorney, and to such persons as the Board of Directors may approve, granting to such persons all powers, either in the United States of America or in any other country, state or locality which the Board of Directors may deem proper, and to revoke such powers of attorney as and when the Board of Directors may desire.

The objects and purposes set forth in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this

certificate, but the objects and purposes specified in each of said clauses shall be regarded as independent objects and purposes.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of this Corporation; and generally this Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by an Act of the Legislature of the State of Delaware, entitled, "An Act providing a General Corporation Law," approved March 10, 1899, to corporations of the character of this Corporation, and all the powers conferred upon such corporations by the then existing laws of the State of Delaware, so far as not in conflict therewith or which may be conferred by all acts heretofore or hereafter amendatory of said Act of March 10, 1899, or of said laws, or supplemental thereto, or the laws of said State now or hereafter in force; provided, however, that this Corporation shall not in any state, territory or country, carry on any business, or exercise any powers, whether herein enumerated or not, which a corporation organized under the laws of said state, territory or country could not carry on or exercise, except to the extent permitted or authorized by the laws of said state, territory or country; and all other provisions of this Article Third are subject to the provisions of this paragraph.

This Corporation shall not, however, have power or authority to issue bills, notes or other evidence of debt for circulation as money, or to carry on the business of receiving deposits of money or the business of buying gold or silver bullion or foreign coins or to engage in the business of banking or insurance or to carry on the business of constructing or maintaining public utilities in the State of Delaware; and all other provisions of this Article Third are subject to the provisions of this paragraph.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is ~~ONE THOUSAND~~ (2,000), and the par value of each of such shares is ~~ONE HUNDRED DOLLARS~~ (\$100.00).

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH: The names and places of residence of the incorporators are as follows:

<i>Names</i>	<i>Residences</i>
RAYMOND J. GORMAN,	Brooklyn, New York.
EDWARD S. WILLIAMS,	Brooklyn, New York.
ARTHUR W. BRITTON,	West Orange, New Jersey.

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: For the regulation of its business and for the conduct of its affairs, and in further definition, limitation and regulation of the powers of this Corporation and of its directors and stockholders, it is further provided:

(1) In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

(a) To make and alter the by-laws of the corporation;

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

(c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created;

(d) By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors;

(e) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchise, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation; and

(f) Subject to the applicable provisions of the by-laws then in effect, to determine, from time to time, whether and to what extent and at what times

and places and under what conditions and regulations the accounts and books of this Corporation, or any of them (other than the stock ledger), shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of this Corporation (except as conferred by the laws of the State of Delaware), unless and until authorized so to do by resolution of the Board of Directors or of the stockholders of this Corporation.

(2) From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner, at the time prescribed by said laws and by the Certificate of Incorporation of this Corporation, and all rights at any time conferred upon the stockholders of this Corporation by this certificate of incorporation are granted subject to the provisions of this subdivision (2).

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: Both stockholders and directors shall have power if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

ELEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any

creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 15<sup>th</sup> day of February, A. D. 1933.

In the presence of:

*E. E. Moore* (Seal)  
*Raymond H. Homan* (Seal)  
*Edward J. Sullivan* (Seal)  
*Wm. H. Homan* (Seal)

STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } ss.:

BE IT REMEMBERED that on this 15<sup>th</sup> day of February, A. D. 1933, personally came before me, SAMUEL C. WOOD, a Notary Public for the State of New York, RAYMOND J. GORMAN, EDWARD S. WILLIAMS and ARTHUR W. BRITTON, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

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

Samuel C. Wood  
.....  
Notary Public.

NOTARY PUBLIC  
STATE OF NEW YORK  
COUNTY OF NEW YORK  
15 FEB 1933

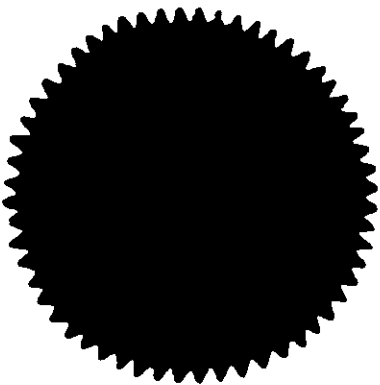




**Office of Secretary of State.**

*I, Elisha C. Dukes, 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 Change of Agent and Location of Principal Office of the  
"FOX WEST COAST THEATRES CORPORATION", as received and filed in this  
office the eighth day of February, A.D. 1949, at 9 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* \_\_\_\_\_ *ninth* \_\_\_\_\_ *day*  
*of* \_\_\_\_\_ *March* \_\_\_\_\_ *in the year of our Lord*  
*one thousand nine hundred and* \_\_\_\_\_ *sixty-six.*



*Elisha C. Dukes*

Secretary of State

*H. F. Thomas*

Ass't Secretary of State

CERTIFICATE OF CHANGE OF LOCATION OF  
PRINCIPAL OFFICE AND RESIDENT AGENT

of  
FOX WEST COAST THEATRES CORPORATION

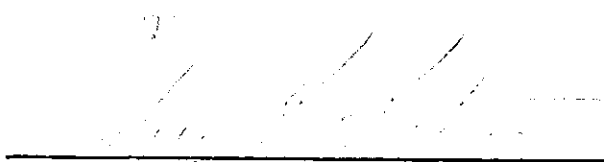
At a meeting of the Board of Directors of the above named corporation,  
a Delaware corporation, held on the 1st day of ~~December, 1948~~ <sup>February, 1949</sup>, the following  
resolutions were duly adopted:

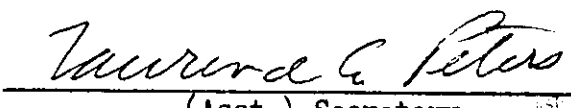
RESOLVED, That the location of the principal office of  
this corporation within the State of Delaware be changed  
from 129 South State Street, in the City of Dover, County of  
Kent, to No. 317-325 South State Street, in the City of  
Dover, County of Kent.

FURTHER RESOLVED, That the resident agent of this  
corporation in Delaware be changed and that, in place of  
the present resident agent, The Prentice-Hall Corporation  
System, Inc., whose address is No. 317-325 South State  
Street, Dover, Delaware, be, and it hereby is, de-  
signated and appointed resident agent of this corporation  
in Delaware.

The said, the above-named corporation, hereby certifies that the  
foregoing is a true copy of the resolutions duly adopted by the Board of  
Directors of said corporation changing the location of its principal office  
in Delaware and its resident agent in Delaware at the meeting of said Board  
held as above stated.

IN WITNESS WHEREOF said corporation has caused this certificate  
to be signed by its (Vice) President and its (Asst.) Secretary, and its  
corporate seal to be hereunto affixed, this 2nd day of ~~December, 1948~~ <sup>February, 1949</sup>.

  
(Vice) President

  
(Asst.) Secretary

