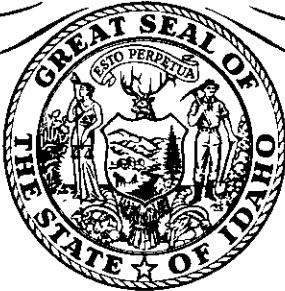


State of Idaho



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

E. F. HUTTON & CO. INCORPORATED

a corporation duly organized and existing under the laws of **Nevada** 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 **Eighth** day of **April**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Eighth** day of **April**, 19 **63**, a designation of **W. D. Eberle, T. H. Eberle or J. L. Eberle** 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 **8th** day of **April**, A.D. 19 **63**.

Secretary of State.

THE STATE OF NEVADA

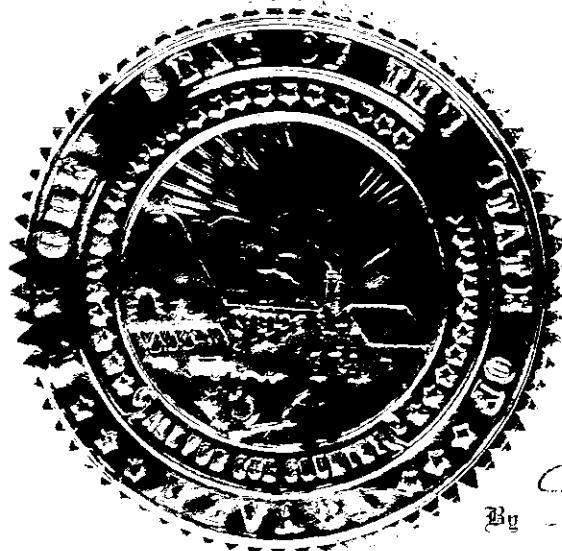


DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

E. F. HUTTON & CO. INCORPORATED

as the same appears on file and of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 25TH day of MARCH A. D. 1963

By

John R. Koontz

Deputy

John Koontz
Secretary of State

ARTICLES OF INCORPORATION

OF

E. F. HUTTON & CO. INCORPORATED

FIRST. The name of the corporation is E. F. HUTTON & CO. INCORPORATED.

SECOND. Its principal office in the State of Nevada is located at No. 206 North Virginia Street, Reno, Washoe County, Nevada. The name and address of its resident agent is The Corporation Trust Company of Nevada, No. 206 North Virginia Street, Reno, Nevada.

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

To engage in any lawful activity and to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises and to take the same by devise or bequest.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

X

To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

FOURTH. The amount of the total authorized capital stock of the corporation is One Thousand Dollars (\$1,000) consisting of Ten (10) shares of stock of the par value of One Hundred Dollars (\$100) each.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-laws of the corporation, provided that the number of directors shall not be reduced to less than three (3). At all meetings of the board of directors, one-third of the authorized number of directors, but not less than two directors, shall constitute a quorum for the transaction of business.

The names and post office addresses of the first board of directors, which shall be five in number, are as follows:

NAME.	POST OFFICE ADDRESS.
Sylvan C. Coleman	One Chase Manhattan Plaza, New York 5, N.Y.
Theodore Weicker, Jr.	One Chase Manhattan Plaza, New York 5, N.Y.

NAME.	POST OFFICE ADDRESS.
Murray Ward	623 So. Spring St., Los Angeles 4, Calif.
Donald K. Phillips	One Chase Manhattan Plaza, New York 5, N. Y.
Robert M. Bacon	160 Montgomery St., San Francisco 4, Calif.

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of each of the incorporators signing the articles of incorporation are as follows:

NAME.	POST OFFICE ADDRESS.
Norman A. Bikales	85 Fourth Ave., New York 3, N. Y.
Paul R. Grand	30 East 70th Street, New York 21, N. Y.
H. Clayton Cook, Jr.	420 East 79th St., New York 21, N. Y.

EIGHTH. The corporation is to have perpetual existence.

NINTH. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized;

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and

cause to be executed mortgages and liens upon the real and personal property of this corporation.

By resolution 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 the resolution 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 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.

When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as

its board of directors deem expedient and for the best interests of the corporation.

TENTH. Meetings of stockholders may be held outside the State of Nevada, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statute, or by the articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 23rd day of June, 1961.

Norman G. Bleeker

Paul A. Gaud

H. Clayton Gandy, Jr.

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

On this 28th day of June, 1961 before me, the undersigned, a Notary Public in and for the county and state aforesaid, personally appeared Norman A. Bikales, Paul R. Grand, and H. Clayton Cook, Jr. known to me to be the persons described in and who executed the foregoing instrument and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



GEORGE A. SCHOLZE
NOTARY PUBLIC, STATE OF NEW YORK
Residing in the Village of Great Neck,
Nassau Co., N.Y. 11020, U.S.A.
Commission No. 100000000000000000
N.Y. Notary Public since
Commission expires Mar. 1963