



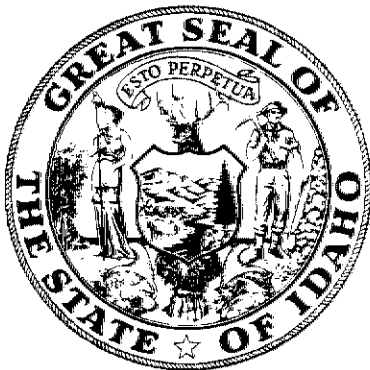
CERTIFICATE OF AUTHORITY
OF

MANUFACTURERS HANOVER SECURITIES CORPORATION

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

Dated **March 13, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra M. Hentz

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 MANUFACTURERS HANOVER SECURITIES CORPORATION

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 July 23, 1982 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 1310 King Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 270 Park Avenue, New York, New York 10017

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 proposes to pursue in the transaction of business in Idaho are:
- SEE ATTACHED RIDER -

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

Name	Office	Address
<u>- SEE ATTACHED RIDER -</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

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: 2/26, 1987

**MANUFACTURERS HANOVER SECURITIES
CORPORATION**

(Corporation Name)

By

Paul H. Fitzgerald,

Its ~~President~~ Vice President (please specify)

and

Its Secretary ~~Assistant Secretary~~ (please specify)

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

Robert T. Colleran

I, Monica Gonzalez, a notary public, do hereby certify that on this 26th day of February, 1987, personally appeared before me Paul H. Fitzgerald, who being by me first duly sworn, declared that ☒ he is the Vice President of MANUFACTURERS HANOVER SECURITIES CORPORATION

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

MONICA GONZALEZ
Notary Public, State of New York
No. 24-4852567
Qualified in Kings County
Certificate filed in New York County
Commission Expires February 16, 1988

Notary Public

RIDER

* * * * *

To engage in any act or activity for which corporations may be organized and, (i) acting as a broker and as underwriter/dealer in United States Government and agency securities, obligations of the states and their various political subdivisions, various money market instruments and furnishing general economic information and specific investment advice regarding such instruments; (ii) purchasing, selling and redeeming shares of unit investment trusts and mutual funds as broker on behalf of customers; and (iii) acting as broker on behalf of customers in purchasing and selling Common stock, Preferred stock, corporate debt and listed options.

RIDER

<u>Name</u>	<u>Title</u>	<u>Home Address</u>
Patrick J. Manning	President and Director	453 Nevada Street Paramus, NJ 07652
Lee June Nash	CEO and Director	105 Rockaway Avenue Garden City, NY 11530
Park Benjamin, III	Division	19 Coot Road Locust Valley, NY 11560
Donald Harvey Layton	Director	305 E. 24th Street New York, NY 10010
William Herron Pike	Director	134 Highland Avenue Montclair, NJ 07042
Lawrence W. Foss	Senior Vice President	10 Church Row Hemstead, London England
John P. Didik	Vice President and Treasurer	3 Jensen Road Sayrevill, NJ 08872
Robert T. Colleran	Secretary	33 Stonewyck Drive Chatham Township, NJ 07928
Manfred Putzka	Compliance	85 Livingston Street/ 182 Brooklyn, NY 11201
Peter A. Derosé	SROP/CROP	47 Wander Lane Wantagh, NY 11793
Paul H. Fitzgerald	Vice President	214 Downing Avenue Sea Cliff, NY 11579
Don B. Taggart	Director	270 Park Avenue New York, NY 10017

State of Delaware



37 663 12 9 42

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MANUFACTURERS HANOVER SECURITIES CORPORATION 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.

| | | | | | | | | |



727065079

Michael Harkins, Secretary of State

1155397

AUTHENTICATION:

DATE: 03/06/1987

7185710
RECEIVED
SEC. OF STATE

CONSENT TO USE OF NAME '87 JUN 15 AM 10 17

MANUFACTURERS HANOVER LEASING CORPORATION, a corporation
organized under the laws of the State of New York, hereby consents to
the ~~organization~~-qualification of MANUFACTURERS HANOVER SECURITIES CORPORATION
in the State of Idaho

IN WITNESS WHEREOF, the said MANUFACTURERS HANOVER LEASING CORPORATION

_____ has caused this consent to be executed by its vice president
and attested under its corporate seal by its _____ secretary, this 26th day of
May 1987.

MANUFACTURERS HANOVER LEASING CORPORATION

By Katharine Schepke
Vice President

Attest:

Paula Freeman
Secretary

*(SEAL)