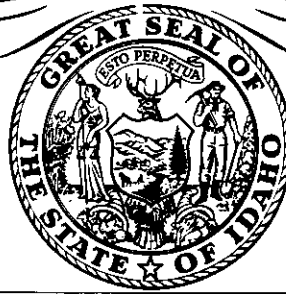


# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

**LOUIS E. CLAPP**

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

#### **MAI EQUIPMENT CORPORATION**

a corporation duly organized and existing under the laws of **Idaho** 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 **Twenty-eighth** day of **April** 1966, a properly authenticated copy of its articles of incorporation, and on the **twenty-eighth** day of **April** 1966, a designation of **T. H. Eberle or W. C. Roden** 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 **28th** day of **April**, A.D. 19**66**.

CERTIFICATE OF INCORPORATION

of

WROC LEASING CORPORATION

Pursuant to Article Two of  
the Stock Corporation Law

WE, THE UNDERSIGNED, desiring to form a

corporation pursuant to Article Two of the Stock Corporation Law of the State of New York, do hereby make, subscribe and acknowledge this certificate for that purpose, as follows:

FIRST: The name of the proposed corporation is: WROC LEASING CORPORATION.

SECOND: The purposes for which the corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might or could do, in any part of the world, namely:

(a) To buy, lease or otherwise acquire machinery, apparatus, tools and equipment of all kinds, together with parts and accessories therefor; and then to sell, lease, sublease or otherwise dispose of and to service, operate or borrow against the same; and to loan money to others, with or without security, in connection therewith (provided that this shall not be construed to grant powers which can be possessed only by corporations formed under or subject to the banking laws of the State of New York or of the United States); and in general to carry on as principal, agent, factor or otherwise any aspect of the business of equipment leasing and financing, to the extent that the same may be done by a corporation organized under Article Two of the Stock Corporation Law.

(b) To develop, manufacture, assemble, purchase, own, exchange, lease, hire, import, or otherwise create or acquire, to sell, trade in, lease, export, deal in or otherwise dispose of, and to pledge, mortgage, or otherwise encumber

such chattels, materials, goods, wares, merchandise, or other personal property, tangible or intangible, of every class and description, and any and all legal and equitable rights therein, as may be lawful.

(c) To take, buy, exchange, lease or otherwise acquire real estate wherever situated and any legal or equitable interest or right therein; and to hold, own, operate, control, maintain, manage or develop, and to sell, lease, sublease, or otherwise alienate or dispose of, and to mortgage or otherwise encumber the same; and to remove, construct, maintain, alter, manage, and control directly or through ownership of stock in any other corporation any and all kinds of buildings, houses, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections, supplies and tools which may at any time be necessary, useful or advantageous in the judgment of the Board of Directors for the purposes of the corporation.

(d) To purchase, sell, underwrite, transfer, acquire, deal in, exchange, trade, guarantee, hold, mortgage, hypothecate, import, export and otherwise deal in and deal with securities and security issues of every kind and nature, including bonds, notes, stocks, choses in action, debentures, evidences of indebtedness, investment contracts, voting trust certificates, certificates of deposit, fractional undivided interests in oil, gas or other mineral rights and certificates of interest or participation in, guarantees of and rights or warrants to purchase any of the foregoing issued by any person or persons, partnership or corporation, private or public, domestic or foreign; to do all things suitable and proper in connection with such securities; to pledge any of them to secure the payment of collateral trust bonds or notes; to sell or otherwise negotiate such collateral trust bonds or notes; and to purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and issue in exchange therefor its stock, bonds or other obligations.

(e) To apply for, purchase, lease, acquire, hold, own, use, operate, sell, assign, dispose of, grant, or license others in respect of, and in any manner to deal with letters patent or copyrights of the United States or other countries or otherwise, and patent rights, licenses, privileges, inventions, improvements, processes, trademarks, trade names and all rights of the same or a similar nature; and to work, operate or develop the same.

(f) To purchase, hold, sell and transfer shares of its own capital stock, unless such purchase shall cause any impairment of its capital not permitted by law.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to the business of the corporation, without limit as to amount, with any person, firm, association, corporation or government, or any agency, instrumentality or subdivision thereof.

(h) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the goodwill, assets, rights, and property of, and to lend money to, undertake or assume the whole or any part of the obligations or liabilities of, and to otherwise assist or to take over as a going concern, and thereafter to carry on the business of, any person, firm or corporation engaged in any business which the corporation may lawfully conduct.

(i) To borrow or raise money without limit as to amount, and to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any of the foregoing and interest thereon by mortgage upon or pledge or assignment in trust or otherwise of the whole or any part of the property of the corporation or of its right to receive rents, profits or other income or emoluments, and to sell, pledge or otherwise dispose of such bonds and other evidences of indebtedness for the purposes of the corporation; provided that this shall not be construed to grant powers which can be possessed only by corporations formed under or subject to the banking laws of the State of New York or of the United States.

(j) To loan money on bonds, notes or other evidences of indebtedness, secured by deeds of trust or mortgages upon real property or personal property, and to purchase or otherwise acquire existing bonds, notes or other evidences of indebtedness, deeds of trust or mortgages of or upon such properties, or any interest therein, and to hold the same or to endorse, sell, assign, transfer or dispose of the same to another corporation or to any person, firm, association or partnership.

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To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth or which the Corporation may otherwise have or be permitted by law, either alone or in connection with other corporations, firms or individuals and either as principals, or agents, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

The purposes of the corporation set forth herein shall be construed as powers as well as purposes and their enumeration herein shall not be deemed to exclude, by inference or otherwise, any power or purpose which the corporation may have or be permitted, whether expressly or impliedly, under the laws of the State of New York now or hereinafter in effect.

THIRD: The total number of shares that may be issued by the corporation is two hundred (200), all of which are to be without par value.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as from time to time, by resolution of the board of Directors, may be transferred thereto.

Shares of stock of the corporation of any class or classes may be issued at any time or from time to time for such consideration, permitted by law, and not less than the par value thereof in the case of stock having a par value, as may be fixed or authorized by the Board of Directors, and all shares so issued shall be and be deemed to be fully paid and non-assessable and not liable to any further call.

FOURTH: The office of the corporation is to be located in the City of New York, County of New York, State of New York. The address to which the Secretary of State shall mail a copy of any process in any action or proceeding against the corporation which may be served upon him is: c/o Management Assistance Inc., 40 Exchange Place, New York 5, New York.

FIFTH: The duration of said corporation shall be perpetual.

SIXTH: The number of directors shall be not less than three nor more than seven. Directors need not be stockholders. The by-laws of the corporation may fix and alter, or provide the manner for fixing and altering, the number of directors which shall constitute the whole Board, provided that such number shall never be less than the minimum nor more than the maximum specified in this Article or in any certificate amendatory thereof. In case of any increase in the number of directors constituting the whole Board, the additional directors shall be chosen in the manner prescribed in the by-laws, and vacancies in the Board shall be filled in the manner prescribed in the by-laws.

SEVENTH: The names and the post-office addresses of the directors until the first annual meeting of the stockholders are as follows:

Walter R. Creamuno	40 Exchange Place New York 5, N. Y.
Jorge M. Gonzalez	40 Exchange Place New York 5, N. Y.
Emily M. Creamuno	40 Exchange Place New York 5, N. Y.

EIGHTH: The names and post-office addresses of the subscribers of this certificate of incorporation, and a statement of the number of shares which each agrees to take in the corporation, are as follows:

<u>Names</u>	<u>Post Office Addresses</u>	<u>No. of Shares</u>
Arthur K. Delson	120 East 41st Street New York 17, N. Y.	1
Stephen L. Schwartz	120 East 41st Street New York 17, N. Y.	1
I. Frederiek Shotkin	120 East 41st Street New York 17, N. Y.	1

NINTH: All of the subscribers of this certificate are of full age, at least two-thirds of them are citizens of the United States, and at least one of them is a resident of the State of New York; and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

TENTH: The Secretary of State is designated as the agent of the corporation upon whom process in any action or proceeding against it may be served.

ELEVENTH: In furtherance of the purposes and interests of the corporation, in order to obtain, or retain, the services of directors, officers, agents and employees (but without intending hereby to limit its general powers so to do in these or any other cases), the Board of Directors is hereby expressly authorized, in its discretion, to grant rights or options to purchase stock of the corporation of any class upon such terms and during such period as the Board shall determine, to cause such rights to be evidenced by such warrants or other instruments as the Board may deem advisable, and to issue shares of such stock upon exercise of such rights or options.

TWELFTH: The Board of Directors shall have the power and authority at any time or from time to time, in its discretion, to authorize and fix the compensation or additional compensation or other remuneration to be paid to any of the directors, officers, agents or employees of the corporation for services rendered or to be rendered and also to adopt any plan or other arrangement for determining such compensation, additional compensation or other remuneration that the Board may deem advisable, including (without limitation of the generality of the foregoing) any plan or arrangement under which all or any part of the amounts so payable may depend, in whole or in part, on the gross or net income or earnings or profits (consolidated or otherwise) of the corporation and/or all or any subsidiaries thereof upon such terms and conditions as the Board may approve.



THIRTEENTH: A director of the corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor in the absence of fraud shall any transaction or contract of the corporation be void or voidable or affected by reason of the fact that any director, or any firm of which any director is a member, or any corporation of which any director is an officer, director or stockholder, is in any way interested in or is a party to such transaction or contract, provided that, at the meeting of the Board of Directors, authorizing or confirming said contract or transaction, the existence of any material interest on the part of such director, firm or corporation is disclosed or made known and there shall be present a quorum of the Board of Directors and such contract or transaction shall be approved by a majority of such quorum. A general notice spread upon the minutes of the Board that a director is a member of any firm or an officer, director or stockholder of any corporation, indicating the extent of his material interests therein and that he is to be regarded as interested in any subsequent transactions with such firm or corporation, shall be a sufficient disclosure thereof for the purposes of the foregoing provision, and after such general notice it shall not be necessary to give any special notice of the same material interests in relation to any particular transaction with such firm or corporation. No director, or any firm of which any director is a member, or any corporation of which any director is an officer, director or stockholder, shall be liable to account to the corporation for any profit realized from or through any such transaction or contract of the corporation authorized, confirmed or approved as aforesaid, by reason of the fact that such director or

any firm of which he is a member, or any corporation of which he is a stockholder, director or officer, was interested in such transaction or contract. Directors so interested may be counted when present at meetings of the Board for the purpose of determining the existence of a quorum and their votes may be counted in determining a majority of said quorum. Without limiting in any way anything hereinabove provided, any contract, transaction or act of the corporation or of the Board (whether or not authorized, confirmed or approved as above provided) which shall be ratified by a majority in interest of the holders of the stock entitled to vote at any annual meeting, or any special meeting called for such purpose, or approved in writing (without a meeting by a majority in interest of such stockholders, shall be as valid and as binding as though ratified by every stockholder of the corporation, except as otherwise provided by law.

FOURTEENTH: The Board of Directors shall have power and authority, at any time or from time to time, in its discretion, to make, alter or repeal any by-laws of the corporation whether adopted by the board or the incorporators or the stockholders, except as otherwise expressly provided in a by-law adopted by the incorporators or the stockholders, and any by-laws so made or altered by the board may be altered or repealed by such stockholders.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 31st day of March, 1961.

Arthur K. Delson (L.S.)  
ARTHUR K. DELSON

Stephen L. Schwartz (L.S.)  
STEPHEN L. SCHWARTZ

I. Frederick Shotkin (L.S.)  
I. FREDERICK SHOTKIN

STATE OF NEW YORK

SS.

COUNTY OF NEW YORK

On the 3<sup>rd</sup> day of March, 1961, before  
me personally came ARTHUR K. DELSON, STEPHEN L.  
SCHWARTZ and I. FREDERICK SHOTKIN, to me known and  
known to me to be the individuals described in and  
who executed the foregoing instrument and they  
severally acknowledged to me that they executed the  
same.

  
Notary Public

IRVING MAXON  
Notary Public, State of New York  
Qualified in Nassau County  
No. 30-7772900  
Commission Expires March 30, 1962

CERTIFICATE OF CHANGE OF NAME

OF

WROC LEASING CORPORATION

TO

MAI EQUIPMENT CORPORATION

Pursuant to Section Forty of the General Corporation Law

The undersigned, being the holder of record of all of the outstanding shares of WROC LEASING CORPORATION, a stock corporation formed under the laws of the State of New York, entitled to vote on a change in the name of the corporation, hereby certifies as follows:

1. The name of this corporation is WROC LEASING CORPORATION.

2. The certificate of incorporation was filed in the office of the Department of State on the 5th day of April, 1961.

3. The new name to be assumed by this corporation is MAI EQUIPMENT CORPORATION.

IN WITNESS WHEREOF, the undersigned has made and subscribed this certificate this 19th day of November, 1962

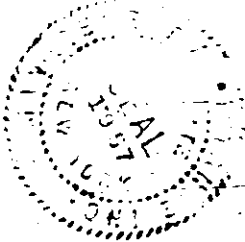
MANAGEMENT ASSISTANCE, INC.

By

George M. Gonzalez, President

Emily H. Oreamuno, Secretary

(Seal)



STATE OF NEW YORK )

COUNTY OF NEW YORK )

SS.:

On the 19th day of November, 1962, before me personally came JORGE M. GONZALEZ and EMILY M. OREAMUNO, to me known, who being duly sworn, did depose and say that they are the President and Secretary, respectively, of MANAGEMENT ASSISTANCE INC., the corporation described in, and which executed the foregoing certificate of change of name; that they know the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation; and that they signed their names thereto by like order.

GEORGE HAROLD BLACK  
Notary Public, State of New York  
Commission Expires March 30, 1964

*George Harold Black*

STATE OF NEW YORK )

COUNTY OF NEW YORK )

SS.:

RAYMOND P. KURSHAN, being duly sworn, deposes and says that he is the Assistant Secretary of WROC LEASING CORPORATION; that MANAGEMENT ASSISTANCE INC. which executed the foregoing certificate of name of said corporation constitutes the holder of all of the outstanding shares of the corporation entitled to vote on a change in the name of said corporation.

*Raymond P. Kurshan*

Subscribed and sworn to before  
me this 19th day of November,  
1962.

*George Harold Black*

GEORGE HAROLD BLACK  
Notary Public, State of New York  
No. 24 508150  
Qualified in New York County  
Commission Expires March 30, 1964

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CERTIFICATE OF AMENDMENT OF CERTIFICATE  
OF INCORPORATION OF MAI EQUIPMENT CORP-  
ORATION UNDER SECTION 805 OF THE BUSINESS  
CORPORATION LAW

I, the undersigned, being the holder of record of all of the outstanding shares of stock entitled to vote thereon at a meeting of shareholders, certify:

1. The name of the corporation is MAI EQUIPMENT CORPORATION and the name under which it was formed was WROC LEASING CORPORATION.

2. The Certificate of Incorporation was filed by the Department of State of the State of New York on April 5, 1961.

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3. The Certificate of Incorporation of this corporation is hereby amended to effect a change authorized in paragraph (b) (2) of Section 801 of the Business Corporation Law, to wit, to increase from two hundred (200) shares to five hundred (500) shares the aggregate number of shares without par value which the corporation shall have the authority to issue.

4. To accomplish the foregoing, paragraph "THIRD" of the Certificate of Incorporation of this corporation, which provides for the number of shares which the corporation shall have the authority to issue, is hereby amended to read as follows:

"THIRD: The total number of shares that may be issued by the corporation is five hundred (500), all of which are to be without par value.

"The capital of the corporation shall be at least equal to the sum of the aggregate par value

of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as from time to time, by resolution of the Board of Directors, may be transferred thereto.

"Shares of stock of the corporation of any class or classes may be issued at any time or from time to time for such consideration, permitted by law, and not less than the par value thereof in the case of stock having a par value, as may be fixed or authorized by the Board of Directors, and all shares so issued shall be and be deemed to be fully paid and non-assessable and not liable to any further call."

5. The manner in which the Amendment of the Certificate of Incorporation was authorized is by the unanimous consent of the holder of record of all of the outstanding shares of stock entitled to vote thereon at a meeting of shareholders under paragraph (a) of Section 803 and paragraphs (a) and (b) of Section 615 of the Business Corporation Law.

IN WITNESS WHEREOF, I have made and subscribed this Certificate this 5th day of November, 1964.

MANAGEMENT ASSISTANCE, INC.

By

*Raymond P. Karsner*  
Raymond P. Karsner  
Vice President, Finance

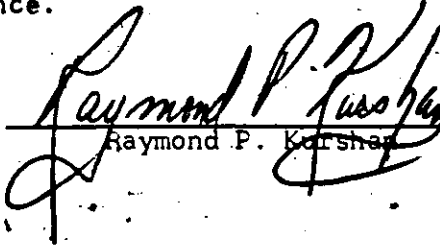
*Emily M. Oreamuno*  
Emily M. Oreamuno  
Secretary


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

RAYMOND P. KURSHAN, being duly sworn, deposes and says: That he is the Vice President, Finance, of Management Assistance Inc., a New York corporation, the sole shareholder who executed the foregoing Certificate of Amendment of Certificate of Incorporation; that he has read the same and knows the contents thereof, that the same is true to his own knowledge except as to matters therein stated to be alleged upon information and belief, and that as to those matters he believes it to be true.

Deponent further says that the reason this verification is made by deponent and not by Management Assistance Inc. is because the said Management Assistance Inc. is a New York corporation and deponent is an officer thereof, to wit, its Vice President, Finance.

Sworn to before me this  
5th day of November, 1964

  
Raymond P. Kurshan

  
BERNARD WEINER  
Notary Public, State of New York  
No. 24-4194478  
Qualified in Kings County  
Commission Expires Nov. 30, 1965.



CERTIFICATE OF MERGER

of

MAI EQUIPMENT CORPORATION, a Pennsylvania Corporation  
and

MAI EQUIPMENT CORPORATION, a California Corporation  
into

MAI EQUIPMENT CORPORATION, a New York Corporation ✓

Pursuant to Section 904 of the Business Corporation  
Law of the State of New York.

468776  
MAI EQUIPMENT CORPORATION, a stock corporation duly  
organized and existing under the laws of the Commonwealth  
of Pennsylvania (hereinafter sometimes referred to as  
"MAI Pennsylvania"), MAI EQUIPMENT CORPORATION, a  
stock corporation duly organized and existing under the  
laws of the State of New York (hereinafter sometimes re-  
ferred to as "MAI New York"), and MAI EQUIPMENT CORPOR-  
ATION, a stock corporation duly organized and existing  
under the laws of the State of California (hereinafter  
sometimes referred to as "MAI California"), desiring to  
effect the merger of MAI Pennsylvania and MAI California  
into MAI New York pursuant to the provisions of Section  
904 of the Business Corporation Law of the State of New  
York, and Section 4118 of the General Corporation Law of  
the State of California, and in compliance with the re-  
quirements of the Business Corporation Law, Act of May 5,  
1933 (P.L. 364) as amended, of the Commonwealth of  
Pennsylvania, providing for the merger of corporations,

do hereby certify under their respective corporate seals,  
by the undersigned, that:

FIRST: The name of each constituent corporation to be included in the merger is MAI Equipment Corporation, a Pennsylvania corporation, MAI Equipment Corporation, a California corporation, and MAI Equipment Corporation, a New York corporation. MAI Pennsylvania was incorporated under the laws of the Commonwealth of Pennsylvania on April 1, 1963. MAI California was incorporated under the laws of the State of California on April 3, 1964. MAI New York was incorporated under the name of WROC Leasing Corporation under the laws of the State of New York on April 5, 1961; the name of the corporation having been changed to MAI Equipment Corporation in accordance with a Certificate of Change of Name filed on November 23, 1962. Neither MAI Pennsylvania nor MAI California is qualified to do business in the State of New York.

SECOND: The surviving corporation is to be one of the constituent corporations, MAI Equipment Corporation, a New York corporation, and not a new corporation.

THIRD: The name of the surviving corporation is MAI Equipment Corporation, a corporation incorporated under the laws of the State of New York; the location and post office address of its principal and registered office in the State of New York is at 40 Exchange Place, New York,

New York 10005 and the location and post office address of its registered office in the Commonwealth of Pennsylvania is c/o C T Corporation System, 123 South Broad Street, Philadelphia, Pennsylvania.

FOURTH: The terms and conditions of the merger, the mode of carrying the same into effect and the manner of converting the shares of the Common Stock of MAI Pennsylvania and the Common Stock of MAI California into shares of Common Stock of MAI New York, as approved by the directors and authorized by the sole shareholder of each constituent corporation is as follows:

(1) The merger shall become effective in New York upon the filing of a Certificate of Merger in the Department of State of the State of New York, in Pennsylvania upon filing of Articles of Merger in the Department of State of the Commonwealth of Pennsylvania and in California upon the filing of a Certificate of Merger in the Office of the Secretary of State of the State of California. The date upon which all such acts shall have been accomplished is hereinafter referred to as the "effective date of the merger".

(2) Upon the effective date of the merger:

(a) The three constituent corporations shall be a single corporation which shall be MAI New York and the separate existence of MAI Pennsylvania and MAI California shall cease, except to the extent otherwise provided by the applicable laws of the Commonwealth of

Pennsylvania and the State of California.

(b) Any action or proceeding pending by or against any of the constituent corporations may be prosecuted as if the merger had not taken place or the surviving corporation may be substituted in place of any of the constituent corporations.

(3) Upon the effective date of the merger, the manner and basis of converting the shares of MAI Pennsylvania and MAI California into shares of MAI New York shall be as follows:

(a) Each share of the Common Stock of MAI Pennsylvania, no par value, then issued and outstanding shall be changed and converted into one-tenth (1/10) of a share of the Common Stock of MAI New York, no par value. The sole shareholder of the Common Stock of MAI Pennsylvania then issued and outstanding, upon surrender to MAI New York of one or more stock certificates of Common Stock of MAI Pennsylvania for cancellation and exchange, shall be entitled to receive one or more stock certificates representing in the aggregate the number of shares of Common Stock of MAI New York into which the Common Stock of MAI Pennsylvania so surrendered shall have been converted as aforesaid.

(b) Each share of the Common Stock of MAI California, no par value, then issued and out-

standing shall be changed and converted into one-tenth (1/10) of a share of the Common Stock of MAI New York, no par value. The sole shareholder of the Common Stock of MAI California then issued and outstanding, upon surrender to MAI New York of one or more stock certificates of Common Stock of MAI California for cancellation and exchange, shall be entitled to receive one or more stock certificates representing in the aggregate the number of shares of Common Stock of MAI New York into which the Common Stock of MAI California so surrendered shall have been converted as aforesaid.

(c) All shares of Common Stock of MAI New York into which shares of stock of MAI Pennsylvania and MAI California are converted as above provided shall be validly issued, fully paid and non-assessable.

FIFTH: (a) The aggregate number of shares which MAI Pennsylvania has authority to issue is two hundred (200) and the number of said shares issued, outstanding and entitled to vote is two hundred (200).

(b) The aggregate number of shares which MAI California has authority to issue is two hundred (200) and the number of said shares issued, outstanding and entitled to vote is one hundred (100).

(c) The aggregate number of shares which MAI New York has authority to issue is five

hundred (500) and the number of said shares issued, outstanding and entitled to vote is two hundred (200).

SIXTH: The "plan of merger" consists of paragraphs FIRST, SECOND, FOURTH and FIFTH of this Certificate of Merger and said plan of merger was adopted by each corporation a party thereto as set forth in paragraphs EIGHTH and NINTH of this Certificate of Merger.

SEVENTH: (a) MAI New York hereby designates the Secretary of the Commonwealth of Pennsylvania, and his successor in office, as its true and lawful attorney upon whom may be served all lawful process in any action or proceeding against it for enforcement against it of any obligation of MAI Pennsylvania or any obligation arising from the merger proceedings or any action or proceeding to determine and enforce the rights of any shareholder under the provisions of Section 908 of the Business Corporation Law of the Commonwealth of Pennsylvania, and agrees that service of process upon the Secretary of the Commonwealth shall be of the same legal force and validity as if served on MAI New York, and the authority for such service of process shall continue in force as long as any liability remains outstanding against MAI Pennsylvania in the Commonwealth of Pennsylvania.

(b) MAI New York hereby designates the Secretary of State of the State of California, and

his successor in office, as its true and lawful attorney upon whom may be served all lawful process in any action or proceeding against it for enforcement against it of any obligation of MAI California or any obligation arising from the merger proceedings and agrees that service of process upon the Secretary of State shall be of the same legal force and validity as if served on MAI New York, and the authority for such service of process shall continue in force as long as any liability remains outstanding against MAI California in the State of California.

EIGHTH (a) The directors of MAI Pennsylvania voted unanimously, at a meeting duly held at 40 Exchange Place, New York, New York, on November 10, 1964 at 6:00 P.M., pursuant to a Waiver of Notice of the time, place and purpose of said meeting, signed by all the directors of the corporation, to adopt the plan of merger and to authorize the filing of these Articles of Merger.

(b) The directors of MAI New York voted unanimously, at a meeting duly held at 40 Exchange Place, New York, New York, on November 10, 1964, at 6:15 P.M., pursuant to a Waiver of Notice of the time, place and purpose of said meeting, signed by all the directors of the corporation, to adopt the plan of merger and to authorize the filing of this Certificate of Merger.

(c) The directors of MAI California

voted unanimously, at a meeting duly held at 40 Exchange Place, New York, New York, on November 10, 1964, at 6:30 P.M., pursuant to a Waiver of Notice of the time, place and purpose of said meeting, signed by all the directors of the corporation, to adopt the plan of merger and to authorize the filing of this Certificate of Merger.

NINTH: (a) At a meeting of the sole shareholder of MAI Pennsylvania called to take action on the proposed plan of merger of said corporation with MAI California and MAI New York, held, pursuant to the provisions in the by-laws in accordance with Section 501 of the Business Corporation Law of the Commonwealth of Pennsylvania and further pursuant to a Waiver of Notice of the time, place and purpose of said meeting, signed by the sole shareholder of the corporation, at 40 Exchange Place, New York, New York, on November 10, 1964, at 6:45 P.M., the plan of merger was unanimously adopted, two hundred (200) shares having been voted in favor of the adoption of the plan of merger and no shares having been voted against the adoption of the plan of merger.

(b) At a meeting of the sole shareholder of MAI California called to take action on the proposed plan of merger of said corporation with MAI Pennsylvania and MAI New York, held, pursuant to a Waiver of Notice of the time, place and purpose of said meeting, signed by the sole shareholder of the



corporation, at 40 Exchange Place, New York, New York; on November 10, 1964 at 7:00 P.M., the plan of merger was unanimously adopted, one hundred (100) shares having been voted in favor of the adoption of the plan of merger and no shares having been voted against the adoption of the plan of merger.

(c) At a meeting of the sole shareholder of MAI New York called to take action on the proposed plan of merger of said corporation with MAI California and MAI Pennsylvania, held, pursuant to a Waiver of Notice of the time, place and purpose of said meeting, signed by the sole shareholder of the corporation, at 40 Exchange Place, New York, New York, on November 10, 1964, at 7:15 P.M., the plan of merger was unanimously adopted, two hundred (200) shares having been voted in favor of the adoption of the plan of merger and no shares having been voted against the adoption of the plan of merger.

TENTH: The plan of merger was adopted by MAI New York, MAI California and MAI Pennsylvania in accordance with the laws of their respective states or commonwealth of incorporation.

IN TESTIMONY AND WITNESS WHEREOF, each of the corporations, pursuant to resolutions passed by its stockholders at a meeting thereof duly called and held under the laws of its respective state or commonwealth of incorporation, has caused this Certificate of Merger to be duly subscribed and verified (if required).

and its corporate seal to be hereunto affixed this 3<sup>rd</sup>  
day of December, 1964.

MAI EQUIPMENT CORPORATION  
(a New York corporation)

By Raymond V. Furman  
Vice President

By Emily H. Furman  
Secretary

MAI EQUIPMENT CORPORATION  
(a Pennsylvania corporation)

By Raymond V. Furman  
Vice President

By Emily H. Furman  
Secretary

MAI EQUIPMENT CORPORATION  
(a California corporation)

By Raymond V. Furman  
Vice President

By Emily H. Furman  
Secretary

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

RAYMOND P. KURSHAN, being duly sworn, deposes and says: That he is a Vice President of MAI Equipment Corporation, a New York corporation, MAI Equipment Corporation, a Pennsylvania corporation, and MAI Equipment Corporation, a California corporation, (the "Parties"), the corporations that executed the foregoing Certificate of Merger; that he has read the same and knows the contents thereof; that the same is true to his own knowledge except as to the matters therein stated to be alleged upon information and belief, and that as to those matters he believes it to be true.

Deponent further says that the reason this verification is made by deponent and not by the Parties is because said Parties are corporations and deponent is an officer thereof, to wit, each Party's Vice President.

Raymond P. Kurshan

Sworn to before me, this 3<sup>rd</sup> day of December, 1964.

**LEONARD WEINER**  
Notary Public, State of New York  
No. 24-4194475  
Qualified in Kings County  
Commission Expires March 30, 1965