

State of Idaho

Department of State

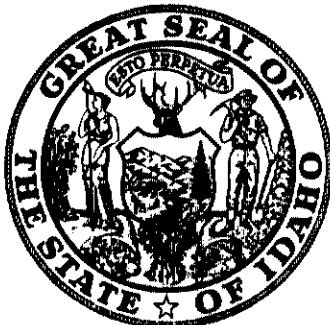
CERTIFICATE OF AUTHORITY OF

CAPITA CORPORATION

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

Dated: August 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Angie Hahn

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

AUG 6 2 37 PM '93

SECRETARY OF STATE

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 Capita 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 7/9/93 and the period of its duration, if other than perpetual, is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 32 Loockerman Sq., Suite L-100, Dover, DE 19901

6. The address to which correspondence should be addressed, if different than item 5, is 15 Columbus Circle, New York, New York 10023

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: Any lawful act or activity for which the corporation may be organized.

(Continued on reverse)

Submit applications and certificate of status

Office of the Secretary of State
Division of Corporations

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

Name	Office	Address
	See Attached Rider	

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 23, 1993

Capita Corporation

(Corporation name)

By Eileen Ash
Eileen Ash, its President/Vice President (please specify)

and Judy Van Name
Judy Van Name its Secretary/Assistant Secretary (please specify)

STATE OF New York)
COUNTY OF New York) ss:

I, Patricia Kenny, a notary public, do hereby certify that on
this 23rd day of July, 19 93, personally appeared before
me Eileen Ash, who being by me first duly sworn, declared that (s)he
is the Vice President of Capita Corporation

that (s)he signed the foregoing documents as Vice President of the corporation and that
the statements therein contained are true.

Patricia D. Kenny
Notary Public

PATRICIA D. KENNY
Notary Public, State of New York
No. 24-4862193
Qualified in Kings County
Commission Expires June 23, 1994

THIS CORPORATION HAS NOT YET COMMENCED BUSINESS, AND UP TO THE PRESENT TIME ITS ONLY ASSETS CONSIST OF PREPAID EXPENSES IN THE AMOUNT OF \$ 1,000.00 AND ITS ONLY LIABILITIES ARE ISSUED CAPITAL STOCK OF EQUAL AMOUNT. ASIDE FROM THE CASH PAYMENT FOR ITS CAPITAL STOCK ITS HAS ACQUIRED NO PROPERTY, ITS HAS PAID NO WAGES, SALARIES, FEES, COMMISSIONS OR OTHER COMPENSATION TO ANY OFFICERS, DIRECTORS, EMPLOYEES OR OTHERS.

OFFICERS

PRESIDENT

DALE K. MARVIN

**VICE PRESIDENT
& SECRETARY**

EILEEN ASH

**VICE PRESIDENT
& TREASURER**

RICHARD KUSHAY

**ASST. VICE PRES.
& ASST. SECRETARY**

JUDY VAN NAME

**ASST. VICE PRES.
& ASST. TREASURER**

ANITA CAMPANA

**ALL TO:
15 COLUMBUS CIRCLE
NEW YORK , NEW YORK
10023**

DIRECTORS

DALE K. MARVIN

EILEEN ASH

RICHARD KUSHAY

DATE OF MEETING

TIME OF MEETING

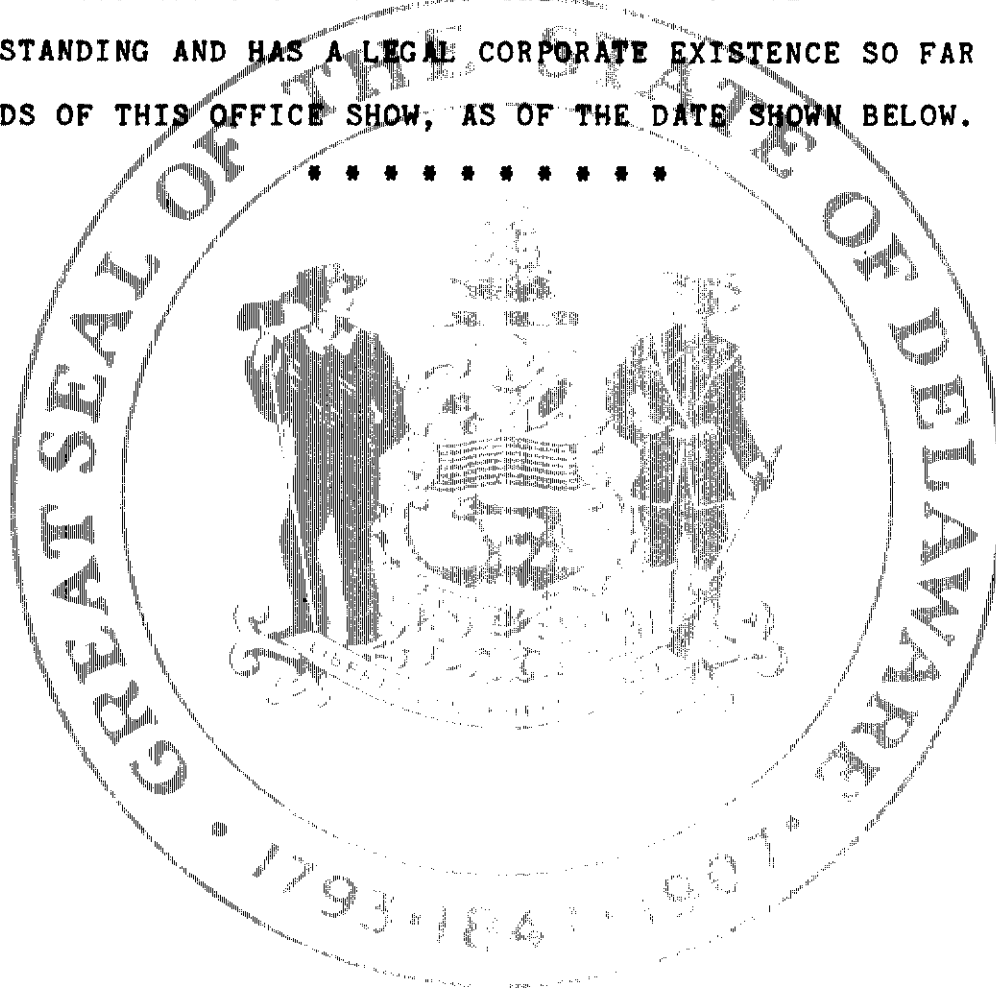
PLACE OF MEETING

AGENDA

BY

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY CAPITA 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.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3990425

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DATE: 07/26/1993