



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP
I, ~~XXXXXXXXXXXX~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

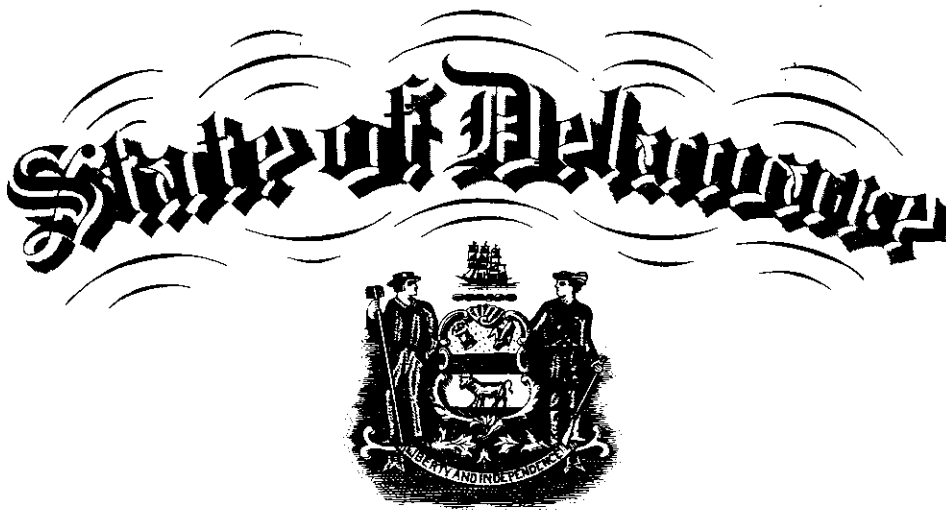
DARMAH CORPORATION

a corporation duly organized and existing under the laws of Belgium 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 19th day of July 19 66, a properly authenticated copy of its articles of incorporation, and on the 19th day of July 19 66, a designation of T. H. Herle or W. C. Babin 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 19th day of July, A.D. 19 66.

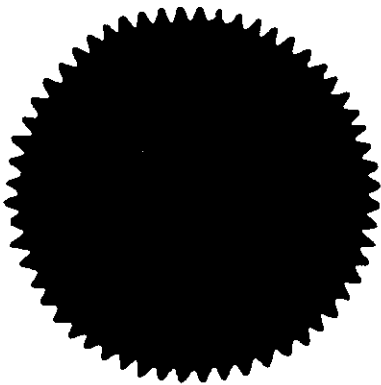
Secretary of State.



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 Incorporation of the "DARMAD CORPORATION", as
received and filed in this office the thirteenth day of June,
A.D. 1966, at 10 o'clock A.M.

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



Elisha C. Dukes

Secretary of State

A. Z. Louns

Asst's Secretary of State

CERTIFICATE OF INCORPORATION

of

DARMAD CORPORATION

FIRST. The name of the corporation is Darmad Corporation.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

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

To purchase, hold, lease (as lessor or lessee), manage, mortgage, improve, exchange, sell, convey and otherwise deal in lands, tenements and hereditaments, or any interests, part interests, participations or other rights therein, without limitation as to amount; to enter into contracts and agreements for the construction, equipment, development and maintenance of any buildings and improvements upon such properties; to borrow money upon the bonds, notes or other obligations of the corporation; to purchase, hold and dispose of investments of any kind; and to do such other acts and things as are incident or

related to the business of a corporation formed to deal in real or personal property.

The enumeration herein of the objects and purposes of the corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which the corporation is empowered to exercise, whether expressly by force of the laws of the State of Delaware now or hereafter in effect or impliedly by the reasonable construction of the said laws.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000); and the par value of each of such shares is One Hundred Dollars (\$100) amounting in the aggregate to One Hundred Thousand Dollars (\$100,000).

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

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

<u>NAME</u>	<u>RESIDENCE</u>
Parker Bailey	160 Henry Street Brooklyn, N.Y.
Dorothy M. Byrne	116-09 111th Avenue Richmond Hill, N.Y.
Michael J. Marrone	2108 61st Street Brooklyn, N.Y.

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. The following provisions are inserted for the regulation and conduct of the affairs of the corporation and it is expressly provided that they are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute:

(a) Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the corporation or of any corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any such officer or director or employee

may be entitled apart from the provisions of this paragraph.

(b) No contract or other transaction of the corporation with any other person, firm or corporation or in which this corporation is interested shall be affected or invalidated by (i) the fact that any one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (ii) the fact that any director of this corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

TENTH. Meetings of stockholders may be held outside the State of Delaware, 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 Delaware 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. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

ELEVENTH. The corporation reserves the right to

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

TWELFTH. By-laws of the corporation may be made, altered or repealed by the board of directors of the corporation.

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 Delaware, 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 9th day of June, 1966.

Parker Bailey (SEAL)
Parker Bailey

Dorothy M. Byrne (SEAL)
Dorothy M. Byrne

Michael J. Marrone (SEAL)
Michael J. Marrone

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

BE IT REMEMBERED that on this 9th day of
June 1966, personally came before me, a Notary Public
for the State of New York, PARKER BAILEY, DOROTHY M.
BYRNE and MICHAEL J. MARRONE, 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.



Notary Public

ROSE F. ECKERT
Notary Public, State of New York
No. 31-6142700
Qualified in New York County
Commission Expires March 30, 1968

