

# State of Idaho

Office of the Secretary of State

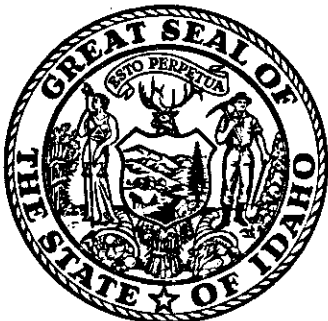
**CERTIFICATE OF AUTHORITY  
OF  
NEMCO BROKERAGE, INC.**

File Number C 169327

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: October 10, 2006



*Ben Yursa*

SECRETARY OF STATE

By

A stylized, handwritten signature of Ben Yursa, consisting of a large, looped 'B' followed by a series of connected strokes.

FILED EFFECTIVE



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2006 OCT 10 AM 8:47

The undersigned Corporation applies for a Certificate of Authority and states as follows: SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is:

Nemco Brokerage, Inc.

2. The name which it shall use in Idaho is: \_\_\_\_\_

3. It is incorporated under the laws of: \_\_\_\_\_

New York

4. Its date of incorporation is: \_\_\_\_\_

12/7/99

5. The address of its principal office is:

360 Lexington Avenue, 2nd Fl. New York, NY 10017

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 5527 Kendall Street, Boise, IDand its registered agent in Idaho at that address is: InCorp Services, Inc.

83706

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

Name	Office	Address
<u>Stephen A. Cooper</u>	<u>President</u>	<u>124 E. 79th St. PHA NY, NY 10021</u>
<u>Cyrus D. Walker</u>	<u>Vice Pres.</u>	<u>14 Cortlandt Ave New Rochelle NY 1080</u>
<u>Stephen A. Cooper</u>	<u>President</u>	<u>124 E. 79th St. PHA NY, NY 10021</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 10/03/06

Signature: \_\_\_\_\_

Typed Name: Stephen A. CooperCapacity: President*[The signer must be a director or an officer of the corporation.]*

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

g:\corp\incorp  
form\app\certauth\cert\_auth\_f.pdf  
Revised 06/2005

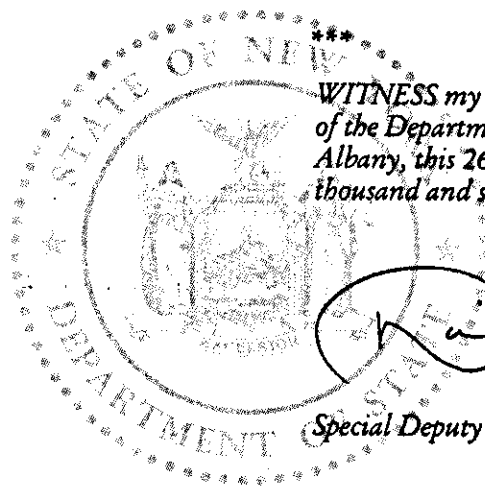
IDAHO SECRETARY OF STATE  
 10/10/2006 05:00  
 CK: 145715 CT: 205245 BH: 979227  
 1 @ 100.00 = 100.00 AUTH PRO # 2

C169327

**State of New York**  
**Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of NEMCO BROKERAGE, INC. was filed on 12/07/1999, under the name of NEMCO MERGER CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment NEMCO MERGER CORP., changing its name to NEMCO BROKERAGE, INC., was filed 02/18/2000.



WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 26th day of September two  
thousand and six.

  
Special Deputy Secretary of State

200609270284 72